DEXCOM INC
Form 4
April 21, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Canaan Equity Partners II LLC

(Last) (First) (Middle)

105 ROWAYTON AVE,

(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DEXCOM INC [DXCM]

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/19/2005		C		1,733,941	A	(1)	1,733,941	I	See Footnote (3)
Common Stock	04/19/2005		C		1,079,075	A	(1)	1,079,075	I	See Footnote (4)
Common Stock	04/19/2005		C		280,619	A	(1)	280,619	I	See Footnote (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(1)	04/19/2005		C			3,467,833	(1)	(2)	Common Stock	1,733,94 (1)
Series C Preferred Stock	(1)	04/19/2005		C			2,158,152	(1)	(2)	Common Stock	1,079,07 (1)
Series D Preferred Stock	(1)	04/19/2005		C			561,240	(1)	(2)	Common Stock	280,619 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaan Equity Partners II LLC 105 ROWAYTON AVE ROWAYTON, CT 06853		X		
CANAAN EQUITY II LP		X		
Canaan Equity II, L.P. (QP) 105 ROWAYTON AVE ROWAYTON, CT 06853		X		
CANAAN EQUITY II ENTREPRENEURS LLC		X		
BALEN JOHN V		X		

FURNIVALL JAMES C 193 BRANCH BROOK WILTON, CT 06897		X
GREEN L STEPHEN GREEN STEPHEN L 105 ROWAYTON AVE ROWAYTON, CT 06853		X
DEEPAK KAMRA DEEPAK KAMRA 105 ROWAYTON AVE ROWAYTON, CT 06853		X
KOPCHINSKY GREGORY 44 CLEARVIEW LANE NEW CANAAN, CT 06840		X
RUSSO GUY M 28 HORSESHOE RIDGE ROAD SANDY HOOK, CT 06482		X

Signatures

John D. Lambreck as Attorney in Fact	04/19/2005
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of the Series B, Series C and Series D Redeemable Convertible Preferred Stock converted automatically into 0.5 shares of Common Stock upon the closing of the Issuers initial public offering of Common Stock pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission.

(2) Not Applicable

(3) Consists of 1,135,731 shares held by Canaan Equity II L.P.; 508,045 shares held by Canaan Equity II L.P. (QP) and 90,165 shares held by Canaan Equity II Entrepreneurs LLC. John Balen, Jim Furnivall, Steve Green, Deepak Kamra, Gregory Kopchinsky, Guy Russo, Eric Young, Charmers Landing LLC, Stonehenge LLC and Waubeeka LLC are Managers of Canaan Equity Partners II LLC, the General Partner or Manager of these funds, which individuals may be deemed to have shared voting, investment and dispositive power with respect to these shares, but disclaim beneficial ownership of all shares except to the extent of any pecuniary interest therein.

(4) Consists of 706,794 shares held by Canaan Equity II L.P.; 316,169 shares held by Canaan Equity II L.P. (QP) and 56,112 shares held by Canaan Equity II Entrepreneurs LLC. John Balen, Jim Furnivall, Steve Green, Deepak Kamra, Gregory Kopchinsky, Guy Russo, Eric Young, Charmers Landing LLC, Stonehenge LLC and Waubeeka LLC are Managers of Canaan Equity Partners II LLC, the General Partner or Manager of these funds, which individuals may be deemed to have shared voting, investment and dispositive power with respect to these shares, but disclaim beneficial ownership of all shares except to the extent of any pecuniary interest therein.

(5) Consists of 183,806 shares held by Canaan Equity II L.P.; 82,221 shares held by Canaan Equity II L.P. (QP) and 14,592 shares held by Canaan Equity II Entrepreneurs LLC. John Balen, Jim Furnivall, Steve Green, Deepak Kamra, Gregory Kopchinsky, Guy Russo, Eric Young, Charmers Landing LLC, Stonehenge LLC and Waubeeka LLC are Managers of Canaan Equity Partners II LLC, the General Partner or Manager of these funds, which individuals may be deemed to have shared voting, investment and dispositive power with respect to these shares, but disclaim beneficial ownership of all shares except to the extent of any pecuniary interest therein.

Remarks:

This Form 4 is 1 of 2 filed in connection with a group joint filing consisting of a total of 14 group members (Canaan Equity Pa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.