

DEXCOM INC
Form 4
April 21, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
105 ROWAYTON AVE,
(Street)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

ROWAYTON, CT 06853

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

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

(City) (State) (Zip)

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)
Common Stock	04/19/2005		C	1,733,941 A	1,733,941	I	See Footnote (3)
Common Stock	04/19/2005		C	1,079,075 A	1,079,075	I	See Footnote (4)
Common Stock	04/19/2005		C	280,619 A	280,619	I	See Footnote (5)

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Preferred Stock	(1)	04/19/2005		C	V	(A) 3,467,833	(D)	(1)	(2)	Common Stock	1,733,94 (1)
Series C Preferred Stock	(1)	04/19/2005		C	V	(A) 2,158,152	(D)	(1)	(2)	Common Stock	1,079,07 (1)
Series D Preferred Stock	(1)	04/19/2005		C	V	(A) 561,240	(D)	(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		

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