DEXCOM INC Form 4 April 17, 2006

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 * Ahrens Brenton Karl

(First) (Middle) (Last)

C/O CANAAN PARTNERS, 2765

SANDHILL ROAD

MENLO PARK, CA 94025

(City)

1.Title of

Security

(Instr. 3)

(Street)

(State)

(Month/Day/Year)

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol DEXCOM INC [DXCM]

3. Date of Earliest Transaction

(Month/Day/Year) 04/13/2006

4. If Amendment, Date Original

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

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

Securities Beneficially Owned Following Reported

(I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Estimated average

burden hours per

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

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

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

1. Title of Derivative Security

2. Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	v/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 20.38	04/13/2006		A		10,000		<u>(1)</u>	04/13/2016	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships							
.r. g	Director	10% Owner	Officer	Other				
Ahrens Brenton Karl								
C/O CANAAN PARTNERS	V							
2765 SANDHILL ROAD	X							
MENLO PARK, CA 94025								

Signatures

/s/ Brenton Karl
Ahrens

**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) The option vests and becomes exercisable as to 1/36th each month beginning one month following the date of grant and becomes fully vested on the third anniversary of the date of grant.
- (2) Not applicable.

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.

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