

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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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 *
ST PAUL TRAVELERS
COMPANIES INC

(Last) (First) (Middle)

385 WASHINGTON STREET,

(Street)

ST. PAUL, MN 55102

(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 Ownership (Instr. 4)
Common Stock	04/19/2005		C	1,094,062 A	1,094,062	I	see footnote (2)
Common Stock	04/19/2005		C	538,955 A	1,633,017	I	see footnote (2)
Common Stock	04/19/2005		C	30,937 A	30,937	I	see footnote (3)
Common Stock	04/19/2005		C	375,000 A	375,000	I	see footnote (4)

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Common Stock	04/19/2005	C	868,055	A	<u>(1)</u>	868,055	I	see footnote (5)
Common Stock	04/19/2005	C	210,869	A	<u>(1)</u>	1,078,924	I	see footnote (5)
Common Stock	04/19/2005	C	61,276	A	<u>(1)</u>	1,140,200	I	see footnote (5)
Common Stock	04/19/2005	C	469,003	A	<u>(1)</u>	469,003	I	see footnote (6)
Common Stock	04/19/2005	C	434,782	A	<u>(1)</u>	434,782	I	see footnote (7)
Common Stock	04/19/2005	C	384,967	A	<u>(1)</u>	819,749	I	see footnote (7)
Common Stock	04/19/2005	C	217,391	A	<u>(1)</u>	217,391	I	see footnote (8)

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

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(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 Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	04/19/2005		C	1,094,062	<u>(1)</u>	<u>(1)</u>	Common Stock	1,094,
Series A Convertible Preferred	<u>(1)</u>	04/19/2005		C	30,937	<u>(1)</u>	<u>(1)</u>	Common Stock	30,9

Stock

Series A Convertible Preferred Stock	(1)	04/19/2005	C	375,000	(1)	(1)	Common Stock	375,0
Series B Convertible Preferred Stock	(1)	04/19/2005	C	538,955	(1)	(1)	Common Stock	538,9
Series B Convertible Preferred Stock	(1)	04/19/2005	C	868,055	(1)	(1)	Common Stock	868,0
Series B Convertible Preferred Stock	(1)	04/19/2005	C	469,003	(1)	(1)	Common Stock	469,0
Series C Convertible Preferred Stock	(1)	04/19/2005	C	434,782	(1)	(1)	Common Stock	434,7
Series C Convertible Preferred Stock	(1)	04/19/2005	C	210,869	(1)	(1)	Common Stock	210,8
Series C Convertible Preferred Stock	(1)	04/19/2005	C	217,391	(1)	(1)	Common Stock	217,3
Series D Convertible Preferred Stock	(1)	04/19/2005	C	384,967	(1)	(1)	Common Stock	384,9
Series D Convertible Preferred Stock	(1)	04/19/2005	C	61,276	(1)	(1)	Common Stock	61,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ST PAUL TRAVELERS COMPANIES INC 385 WASHINGTON STREET		X		

ST. PAUL, MN 55102

ST PAUL FIRE & MARINE INSURANCE CO
 385 WASHINGTON STREET X
 ST. PAUL, MN 55102

Split Rock Partners LLC
 10400 VIKING DR X
 SUITE 550
 MINNEAPOLIS, MN 55344

ST PAUL VENTURE CAPITAL V LLC
 10400 VIKING DR X
 STE 550
 EDEN PRAIRIE, MN 55344

ST PAUL VENTURE CAPITAL VI LLC
 10400 VIKING DR X
 STE 550
 EDEN PRAIRIE, MN 55344

Signatures

/s/ Bruce A. Backberg, Senior Vice President, The St. Paul Travelers Companies,
 Inc.

04/21/2005

__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) See Exhibit 99.2 for footnote disclosure.
- (2) See Exhibit 99.2 for footnote disclosure.
- (3) See Exhibit 99.2 for footnote disclosure.
- (4) See Exhibit 99.2 for footnote disclosure.
- (5) See Exhibit 99.2 for footnote disclosure.
- (6) See Exhibit 99.2 for footnote disclosure.
- (7) See Exhibit 99.2 for footnote disclosure.
- (8) See Exhibit 99.2 for footnote disclosure.

Remarks:

See Exhibit 99.1 for joint filer information.
 See Exhibit 99.2 for footnote disclosures.

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