DEXCOM INC Form 4 April 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CARNEY SEAN**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

DEXCOM INC [DXCM]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title

10% Owner Other (specify

C/O WARBURG PINCUS & CO., 466 LEXINGTON AVENUE, 10TH FLOOR

(Street)

4. If Amendment, Date Original

04/13/2006

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10017

Stock

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					2,529	D	
Common Stock					2,609,267	I	See Footnote (1) (2)
Common Stock					44,371	I	See Footnote (1) (2)
Common					31,259	I	See

Footnote

Common Stock 7,565 I Footnote $\underbrace{\frac{(1)}{(2)}}_{\text{See}}$

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	A)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (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		(3)	04/13/2016	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Numer / Address	Director	10% Owner	Officer	Other		
CARNEY SEAN C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE, 10TH FLOOR NEW YORK, NY 10017	X					

Signatures

/s/ Jess Roper as Attorney-in-Fact for Sean
Carney 04/17/2006

**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)

Reporting Owners 2

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The stockholder is Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, including two affiliated partnerships (collectively "WP VIII"). Warburg Pincus Partners LLC ("WP Partners LLC"), a New York limited liability company, a subsidiary of Warburg Pincus & Co. ("WP"), a New York general partnership, is the sole general partner of WP VIII. Warburg Pincus LLC ("WP LLC"), a New York limited liability company, manages WP VIII. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, WP VIII, WP Partners LLC, WP and WP LLC may be deemed to be the beneficial owners of the referenced shares. WP Partners LLC, WP and WP LLC disclaim beneficial ownership of such securities, except to the extent of any indirect pecuniary interest therein. Sean D. Carney is a parter of WP and a member and managing director of WP LLC.

- Continued from Footnote 1: As such, Mr. Carney may be deemed to be the beneficial owner (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934) of an indeterminate portion of the securities beneficially owned by WP Partners LLC, WP, and WP LLC. Mr. Carney is also a member of the board of directors of the Issuer. Mr. Carney disclaims any beneficial ownership of securities reported herein as owned by WP VIII.
- (3) 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.
- (4) 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.