

Lucas Donald A
Form 4
March 19, 2007

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 *
Lucas Donald A

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)
2440 SAND HILL RD, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2007

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

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

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

MENLO PARK, CA 94025

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					528,978	I	RWI Ventures I, L.P. (1)
Common Stock					614	D	
Common Stock	04/20/2005		G	4,000 A (5)	4,000	I	See Footnote (2)
Common Stock	03/15/2007		S	3,000 D \$ 7.17	0	I	See Footnote (3)

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Common Stock	03/15/2007		S	1,000	D	\$ 7.18	0		I	See Footnote (4)
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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucas Donald A 2440 SAND HILL RD, SUITE 100 MENLO PARK, CA 94025			X	

Signatures

/s/ Donald A. Lucas 03/19/2007

__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).
- The Reporting Person is a Managing Director of RWI Ventures ("RWI"). As a Managing Director, the Reporting Person shares voting and investment power of the shares held by RWI Ventures I, L.P., which is affiliated with RWI. The Reporting Person disclaims beneficial ownership of these shares except to his pecuniary interest therein.

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- Shares acquired on 4/20/05 pursuant to a gift transfer and held by Donald A. Lucas C/F Mary A. Lucas UTMA/CA, Donald A. Lucas C/F
- (2) Jack B. Lucas UTMA/CA, Donald A. Lucas C/F Kate A. Lucas UTMA/CA and Donald A. Lucas C/F Henry M. Lucas UTMA/CA, with respect to which the reporting person is a trustee.
 - (3) Shares held by Donald A. Lucas C/F Mary A. Lucas UTMA/CA, Donald A. Lucas C/F Kate A. Lucas UTMA/CA and Donald A. Lucas C/F Henry M. Lucas UTMA/CA, with respect to which the reporting person is a trustee..
 - (4) Shares held by Donald A. Lucas C/F Jack B. Lucas UTMA/CA, with respect to which the reporting person is a trustee.
 - (5) 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.

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