CARNEY SEAN Form 4 February 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CARNEY SEAN | | | Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|-----------|----------|--|--|--|--|--|
| | | | DEXCOM INC [DXCM] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| C/O WARBU CO., 466 LE 10TH FLOO | XINGTON . | | (Month/Day/Year) 02/09/2006 | X Director 10% Owner Officer (give title Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017

| (City) | (State) 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. Transactio Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 02/09/2006 | | Code V A | Amount 168 | (D) | Price \$ 17.94 | (Instr. 3 and 4) 2,386 | D | |
| Common Stock | 02/10/2006 | | A | 84 | A | \$ 17.97 | 2,470 | D | |
| Common Stock | | | | | | | 2,609,267 | I | See Footnote |
| Common Stock | | | | | | | 44,371 | I | See Footnote (1) (2) |

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| Common Stock | 31,259 | I | See Footnote |
|-----------------|--------|---|----------------------|
| Common Stock | 7,565 | I | See Footnote (1) (2) |

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

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|-----------|------------------------------|---------------|------------|---------|----------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transac | ctionNumber | Expiration Da | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 | Derivative | e | | Securi | ities | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | T:41 - | or Namelana | |
| | | | | | | Exercisable | Date | ritte | Number | |
| | | | | G 1 | V. (A) (D) | | | | of | |
| | | | | Code | V (A) (D) | | | | Shares | |

Reporting Owners

**Signature of Reporting Person

Carney

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|------------|---------|-------|--|--|
| | 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 | | 02/13/2006 | | | | |

Reporting Owners 2

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 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")
- (1) 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.

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.