### Edgar Filing: CARNEY SEAN - Form 4

CARNEY SI Form 4													
February 13,	_												
FORM	<b>14</b> UNITED		ECURITIES AND EXCHANGE COMMISSIO							PROVAL 3235-0287			
Check th if no long subject to		Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF							January 31 2005 Laverage				
Section 16.SECURITIESForm 4 orForm 5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Sectionmay continue.30(h) of the Investment Company Act of 19401(b).Section 17(a) of the Securities Exchange Act of 1940							burden hou response 1	rs per 0.5					
(Print or Type I	Responses)												
CARNEY SEAN Syr			Symbol	Name <b>an</b>			adin	g	5. Relationship of Reporting Person(s) to Issuer				
			DEXCOM INC [DXCM] 3. Date of Earliest Transaction						(Check all applicable)				
	URG PINCUS & EXINGTON AVI		(Month/D 02/09/20	ay/Year)	ransacu	UII			X Director Officer (give below)		Owner er (specify		
NEW YOR	(Street) K, NY 10017			ndment, D th/Day/Yea	-	inal			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	rson		
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivati	ve Sec	curi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned	3. Transacti Code (Instr. 8) Code V	4. Sec on(A) on (Instr	curities Dispo 3, 4 au (A	Ac osed nd f (A)	equired l of (D)	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		
Common Stock	02/09/2006			A	168	A		\$ 17.94	2,386	D			
Common Stock	02/10/2006			А	84	А		\$ 17.97	2,470	D			
Common Stock									2,609,267	I	See Footnote $(1)$ $(2)$		
Common Stock									44,371	Ι	See Footnote (1) (2)		

#### Edgar Filing: CARNEY SEAN - Form 4

Common Stock	31,259	Ι	See Footnote $(1)$ $(2)$
Common Stock	7,565	Ι	See Footnote $(1)$ $(2)$

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

Persons who respond to the collection of information contained in this form are not 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	Date	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				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			
CARNEY SEAN C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE, 10TH FLOOR NEW YORK, NY 10017	Х						
Signatures							
/s/ Jess Roper as Attorney-in-Fact for Sean Carney		02/13/2006					
**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).

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

(2) Securities Exchange Act of 1954) of an indeterminate portion of the securities bencherary owned by WT rathers ELC, WT, and WT 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.