

ST PAUL FIRE & MARINE INSURANCE CO
 Form 4
 May 02, 2006

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)
05/02/2006

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 05/02/2006 | | S | | 277,864 | D | \$ 24 0 <u>(1)</u> | By Windamere, LLC <u>(2)</u> |
| Common Stock | 05/02/2006 | | S | | 347,528 | D | \$ 24 0 <u>(3)</u> | By Windamere II, LLC <u>(4)</u> |
| Common Stock | 05/02/2006 | | S | | 161,084 | D | \$ 24 0 <u>(5)</u> | By Windamere III, LLC <u>(6)</u> |
| Common Stock | 05/02/2006 | | S | | 400,000 | D | \$ 24 444,880 <u>(7)</u> | By Fog City Fund, LLC <u>(8)</u> |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-------|---|---|--|
| Common Stock | 05/02/2006 | S | 80,910 | D | \$ 24 | 96,431 ^{(1) (3)} <u>(5) (7)</u> | D | |
| Common Stock | 05/02/2006 | S | 321 | D | \$ 24 | 0 ^{(1) (3)} | I | By SPVC Partners I, LLC ⁽⁹⁾ |
| Common Stock | 05/02/2006 | S | 192 | D | \$ 24 | 0 ^{(5) (7)} | I | By SPVC Management VI, LLC ⁽¹⁰⁾ |
| Common Stock | 05/02/2006 | S | 612,850 | D | \$ 24 | 730,422 | I | By St. Paul Venture Capital V, LLC ⁽¹¹⁾ |
| Common Stock | 05/02/2006 | S | 307,641 | D | \$ 24 | 366,660 | I | By St. Paul Venture Capital VI, LLC ⁽¹²⁾ |
| Common Stock | 05/02/2006 | S | 11,610 | D | \$ 24 | 13,838 | I | By St. Paul Venture Capital Affiliates Fund I, LLC ⁽¹³⁾ |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| ST PAUL TRAVELERS COMPANIES INC 385 WASHINGTON STREET ST. PAUL, MN 55102 | | X | | |
| ST PAUL FIRE & MARINE INSURANCE CO 385 WASHINGTON STREET ST. PAUL, MN 55102 | | X | | |
| Split Rock Partners LLC 10400 VIKING DR SUITE 550 MINNEAPOLIS, MN 55344 | | X | | |

Signatures

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

05/02/2006

__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) See Exhibit 99.2
- (2) See Exhibit 99.2
- (3) See Exhibit 99.2
- (4) See Exhibit 99.2
- (5) See Exhibit 99.2
- (6) See Exhibit 99.2
- (7) See Exhibit 99.2
- (8) See Exhibit 99.2
- (9) See Exhibit 99.2
- (10) See Exhibit 99.2
- (11) See Exhibit 99.2
- (12) See Exhibit 99.2
- (13) See Exhibit 99.2

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. 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.