**Gregory Gary** Form 4 November 10, 2005

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

**OMB** Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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 * Gregory Gary			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)			NeuroMetrix, Inc. [NURO] (Check all application)			
			3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O NEUROMETRIX, INC., 62 FOURTH AVENUE			11/08/2005	_X_ Officer (give title Other (specification)  Chief Operating Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)		
			Filed(Month/Day/Year)			
				_X_ Form filed by One Reporting Person		
WALTHAM, MA 02451				Form filed by More than One Reporting Person		

(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. Transactic Code (Instr. 8)	4. Securit DID Dispos (Instr. 3, 4)	ed of	` ′	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	11/08/2005		M	70,000	A	\$ 2.25	2,254 (1)	D	
Common Stock	11/08/2005		S	70,000	D	\$ 34.9336	2,254 (1)	D	
Common Stock	11/09/2005		S	5,000 (4)	D	\$ 35	2,254 (1)	D	

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

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number.

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. Transactio Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy Common Stock)	\$ 2.25	11/08/2005		M		13,333	<u>(2)</u>	06/05/2013	Common Stock	13,333
Employee Stock Option (right to buy Common Stock)	\$ 2.25	11/08/2005		M		56,667	(3)	07/01/2012	Common Stock	56,667

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Gregory Gary						

Gregory Gary C/O NEUROMETRIX, INC. 62 FOURTH AVENUE

WALTHAM, MA 02451

**Chief Operating Officer** 

**Signatures** 

/s/ Nicholas J. Alessi, Attorney-in-Fact 11/10/2005

\*\*Signature of Reporting Person Date

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### **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) This number reflects the number of securities beneficially owned after taking into account all of the reported transactions and includes 2,254 shares issued pursuant to participation in the NeuroMetrix, Inc. Employee Stock Purchase Plan
- (2) This stock option vests as follows: 2/7th of the option vests on June 5, 2004 and the remainder in 30 equal monthly installments thereafter.
- (3) This stock option vests as follows: 2/7th of the option vests on July 1, 2003 and the remainder in 30 equal monthly installments thereafter.
- (4) The 5,000 shares sold on November 9, 2005 were sold by Mr. Gregory's wife.

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.