

NeuroMetrix, Inc.  
Form SC 13G  
February 11, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13d-2(b)**

**(Amendment No. \_\_)\***

**NEUROMETRIX, INC.**

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(Name of Issuer)

**COMMON STOCK**

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(Title of Class of Securities)

**641255104**

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(CUSIP Number)

**December 31, 2004**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*.)

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Bank of America Corporation

56-0906609

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5** SOLE VOTING POWER

NUMBER OF 0

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 935,916

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH **8** SHARED DISPOSITIVE POWER

935,916

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

935,916

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*** ..

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

7.78%

12 TYPE OF REPORTING PERSON\*

HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**1** NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Fleet National Bank

04-2472499

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

**5** SOLE VOTING POWER

NUMBER OF 0

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 935,916

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH **8** SHARED DISPOSITIVE POWER

935,916

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

935,916

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.78%

12 TYPE OF REPORTING PERSON\*

BK

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

BancBoston Ventures, Inc.

04-6013165

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Massachusetts

**5** SOLE VOTING POWER

NUMBER OF 935,916

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 935,916

WITH **8** SHARED DISPOSITIVE POWER

0

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

935,916

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

7.78%

12 TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



**Item 1 (a). Name of Issuer:**

NEUROMETRIX, INC.

**Item 1 (b). Address of Issuer's Principal Executive Offices:**

62 Fourth Avenue

Waltham, Massachusetts 02451

**Item 2 (a). Name of Person Filing:**

Bank of America Corporation

Fleet National Bank

BancBoston Ventures, Inc.

**Item 2 (b). Address of Principal Business Office or, if None, Residence:**

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

**Item 2 (c). Citizenship:**

Bank of America Corporation      Delaware

Fleet National Bank      United States

BancBoston Ventures, Inc.      Massachusetts

**Item 2 (d). Title of Class of Securities:**

Common Stock

**Item 2 (e). CUSIP Number:**

641255104

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

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- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

**Item 4. Ownership:**

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

With respect to Subsidiary Identification and Classification, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

By signing below each of the undersigned certifies that, to the best of such undersigned’s knowledge and belief, the securities referred to above were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2005

**Bank of America Corporation  
Fleet National Bank**

By: /s/ Charles F. Bowman

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Charles F. Bowman  
Senior Vice President

**BancBoston Ventures, Inc.**

By: /s/ Deirdre A. Cunnane

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Deirdre A. Cunnane  
Vice President