

Gregory Gary
Form 4
November 10, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Gregory Gary

(Last) (First) (Middle)

C/O NEUROMETRIX, INC., 62
FOURTH AVENUE

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NeuroMetrix, Inc. [NURO]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	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. 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)		
				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	<u>(3)</u>	07/01/2012	Common Stock	56,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gregory Gary C/O NEUROMETRIX, INC. 62 FOURTH AVENUE WALTHAM, MA 02451			Chief Operating Officer	

Signatures

/s/ Nicholas J. Alessi,
Attorney-in-Fact
**Signature of Reporting Person

11/10/2005
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) 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.

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