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NeuroMetrix	x, Inc.										
Form 4 November 0	1 2005										
	OMB APPROVAL										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th if no long	ger							Expires:	January 31, 2005		
subject to Section 1 Form 4 c	51AIEM 16.	ENT OF CHA	NGES IN SECUI		CIAL	OWN	NERSHIP OF	Estimated a burden hou response	average Irs per		
Form 5 obligations may continue. See Instruction 1(b). 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 A LAVERAC	suer Name and Ticker or Trading ol roMetrix, Inc. [NURO]				5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (M		3. Date of Earliest Transaction				(Chec	Check all applicable)			
177 BROA	th/Day/Year) 1/2005				X_ DirectorX_ 10% Owner Officer (give title Other (specify below) below)						
			nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
STAMFORD, CT 06901 Form filed by More than One Reporting Person Person											
(City)	(State) (Z	Zip) Ta	ble I - Non-l	Derivative So	ecuriti	es Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Date, if Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		See		
Common Stock	10/31/2005		J <u>(3)</u>	834,408	D	\$0	764,902	I <u>(1)</u>	footnote 1. (1)		
Common Stock	10/31/2005		J <u>(4)</u>	20,106	D	\$0	18,431	I <u>(2)</u>	See footnote 2. (2)		
Common Stock	10/31/2005		J <u>(5)</u>	36,143	А	\$0	129,082	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

Date

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		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	tot	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
	5				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(instr
					(insu: 5, 4, and 5)						
					+, and <i>J</i>)						
								А	mount		
						D.		01	r		
						Date	Date Expiration Exercisable Date	Title Number of Shares	lumber		
						Exercisable					
				Code V	(A) (D)						
					(\mathbf{D})			0.	iiui 05		

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
LAVERACK WILLIAM JR 177 BROAD STREET, 15TH FLOOR STAMFORD, CT 06901	Х	Х		
Signatures				
WILLIAM LAVERACK, JR., By: Dani Attorney-in-Fact	rien,		11/01/2005	

**Signature of Reporting Person

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) Shares owned by J. H. Whitney III, L.P. The undersigned is a member of J. H. Whitney Equity Partners III, L.L.C., the general partner of J. H. Whitney III, L.P., and has an interest in a limited partner of J. H. Whitney III, L.P. The undersigned may be deemed to share voting and dispositive power with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his proportionate interest.

Shares owned by Whitney Strategic Partners III, L.P. The undersigned is a member of J. H. Whitney Equity Partners III, L.L.C., the
 (2) general partner of Whitney Strategic Partners III, L.P. The undersigned may be deemed to share voting and dispositive power with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his proportionate interest.

- (3) Securities distributed to partners of J. H. Whitney III, L.P. on a pro-rata basis in accordance with the Partnership Agreement.
- (4) Securities distributed to partners of Whitney Strategic Partners III, L.P. on a pro-rata basis in accordance with the Partnership Agreement.
- (5) The undersigned received 36,009 shares of Common Stock from J. H. Whitney III, L.P. and 134 shares of Common Stock from Whitney Strategic Partners III, L.P.

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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.