NeuroMetrix, Inc. Form 4 September 20, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * Gozani Shai

(First) (Middle)

C/O NEUROMETRIX, INC., 62 FOURTH AVENUE

(Street)

2. Issuer Name and Ticker or Trading Symbol

NeuroMetrix, Inc. [NURO]

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

09/18/2006

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

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

WALTHAM, MA 02451

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

09/18/2006

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) Transactionr Disposed of (D) Code

(Instr. 3, 4 and 5) (Instr. 8)

(A) Code V Amount (D) Price 15,000 \$ S D (2) 21.9486

5. Amount of Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

(9-02)

7. Nature of

Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

469,538 (1) 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 required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title Amoun Underly Securiti (Instr. 3	ount of erlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
Gozani Shai C/O NEUROMETRIX, INC. 62 FOURTH AVENUE WALTHAM, MA 02451	X		President & CEO				

Signatures

/s/ Nicholas J. Alessi,
Attorney-in-Fact 09/18/2006

**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) Includes 6,250 shares of common stock that Dr. Gozani may be required to transfer back to NeuroMetrix, Inc. (the "Company") upon the exercise of stock options under the Company's Amended and Restated 1996 Stock Option/Restricted Option Plan.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2005.

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.

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