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Form 4 November 14, 2005 OMB APPROVAL (MB Number 16, 2005) OMB APPROVAL Number 3235-0287 (MB Number 3235-0287) Check this bax if no longer settion 16, bern 4 or bern 4 or	Williams M	lichael									
FORM 4 UNITED STATES SECURITIES IN BENEFIC LATURES TO MARKED Washington, D.C. 2054/ Ti no long OMB APPROVAL Mumber: 3235-0287 Section 16. MB Securities 2005 Securities 2005 Secu		14 2005									
Check this box if no longer subject to Section 16. Form 4 or Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the SECURITIES Section 17(a) of the Public Utility Holding Company Act of 1934, may continue and Address of Reporting Person * 1. Name and Address of Reporting Person * 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol NeuroMetrix, Inc. [NURO] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed (Month/Day/Year) (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired (D) Security (Month/Day/Year) (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired (D) Security (Month/Day/Year) (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired (D) Security (Month/Day/Year) (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired (D) Security (D) Owner than One Reporting Person (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired (D) Security (Instr. 3) (A) (B) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D		ЛЛ							OMB AF	PROVAL	
if in longer subjects STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or Form 5 Expires: Description Section 16. Form 4 or response Description Section 16. (a) of the Public Utility Holding Company Act of 1934, obligations may conting Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Symbol S. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person 1 (Last) 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable)		UNITED	STATES SE				ANGE CO	MMISSION		3235-0287	
obligations may continue. See Instruction 1(b). First publication for the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (b). (b). (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol NeuroMetrix, Inc. [NURO] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (Last) (First) (Middle) 3. Date of Forming 6. Individual or Joint/Group Filing(Check Applicable Line) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) 7. Nature of Sc. V.P. of Engineering (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) 5. Amount of Sceurity 6. Ode by One Reporting Person Form filed by One Reporting Person Form filed by One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) 5. Amount of Sceurity 6. Ode V 6. Ode V 7. Natu	if no lor subject Section Form 4	nger to STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							2005 verage s per	
1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol NeuroMetrix, Inc. [NURO] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O NEUROMETRIX, INC., 62 11/10/2005 11/10/2005 Image: Common Stock 11/10/2005 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) - X. Form filed by More than One Reporting Person - Fo	obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
Williams MichaelSymbol NeuroMetrix, Inc. [NURO]Issuer(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)(Check all applicable)C/O NEUROMETRIX, INC., 6211/10/2005 $$ Director below) $$ (Street)4. If Amendment, Date Original Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Person6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Person(City)(State)(Zip)Table I - Non-Derivative Securities Code (Month/Day/Year)5. Amount of Security (Instr. 3)6. Samount of Applicable Line) (Month/Day/Year)7. Nature of Code (Instr. 3, 4 and 5)6. Samount of Applicable Line) (Dimetrice)7. Nature of Ownership Ownership Or Indirect (Instr. 4)Common Stock11/10/2005M0.0622A\$ 1.3504184 (<u>1</u>)DCommon Stock11/10/2005M6.024A\$ 2.25184 (<u>1</u>)D	(Print or Type	Responses)									
(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)Director \square_{below} Director \square_{below} Direct		nbol					Issuer				
C/O NEUROMETRIX, INC., 62 FOURTH AVENUE 11/10/2005	(Last)	(First) (Middle) 3.]					(Check	ck all applicable)		
Filed(Month/Day/Year) Applicable Line) X_Form filed by One Reporting Person City (State) (Zip) Table 1 - Non-Derivative Securities Acquired (A) 5. Amount of Security 6. 7. Nature of Indirect 1. Title of Security 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Acquired (A) Transaction: Disposed of (D) Code 5. Amount of Securities 6. 7. Nature of Indirect Common Stock 11/10/2005 M 10,062 A \$ 1.3504 184 (l) D Common Stock 11/10/2005 S 16.086 D \$ 184 (l) D		/10/2005 -				X_Officer (give title Other (specify below)					
WALTHAM, MA 02431Person(City)(State)(Zip)Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned6. Ownership Form: Direct (D) Ownership Ownership (Instr. 4)7. Nature of Indirect Beneficially Ownership Ownership (Instr. 4)Common Stock11/10/2005M10,062A\$ 1.3504184 (1) DDCommon Stock11/10/2005M6,024A\$ 2.25184 (1) DD			Ionth/Day/Year) A				Applicable Line) _X_ Form filed by One Reporting Person				
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Security (Instr. 3)(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)Securities Beneficially Owned or (Instr. 3 and 4)Ownership Beneficially Ownership (Instr. 4)Indirect Beneficially Ownership (Instr. 4)Common Stock11/10/2005M10,062A\$ 1.3504184 (1)DCommon Stock11/10/2005M6,024A\$ 2.25184 (1)DCommon Stock11/10/2005S16.086D\$184 (1)D	(City)	(State)	(Zip)	Table I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
Common Stock 11/10/2005 M 10,062 A \$ 1.3504 184 (1) D Common Stock 11/10/2005 M 6,024 A \$ 2.25 184 (1) D Common Stock 11/10/2005 S 16.086 D \$ 1.84 (1) D	Security (Month/Day/Year) Execution Date, if (Instr. 3) any			e, if Transacti Code	otor Dispos	ed of 4 and :	(D)	Securities Beneficially Owned Following Reported	OwnershipInForm:BeDirect (D)Oror Indirect(In	Indirect Beneficial Ownership	
Common Stock 11/10/2005 M 10,062 A \$ 1.3504 184 (1) D Common Stock 11/10/2005 M 6,024 A \$ 2.25 184 (1) D Common Stock 11/10/2005 S 16 086 D \$ 184 (1) D				Code V	Amount	or	Price		(Instr. 4)		
Stock $11/10/2005$ M $6,024$ A $$ 2.25$ $184 (1)$ D Common $11/10/2005$ S 16.086 D \$ $184 (1)$ D		11/10/2005						184 <u>(1)</u>	D		
11/10/2005 S $16(186, 1)$ $184(12, 1)$		11/10/2005		М	6,024	А	\$ 2.25	184 <u>(1)</u>	D		
		11/10/2005		S	16,086	D		184 <u>(1)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		8 E (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy Common Stock)	\$ 1.3504	11/10/2005		М	8,750	(2)	05/01/2010	Common Stock	8,750	C O
Employee Stock Option (right to buy Common Stock)	\$ 1.3504	11/10/2005		М	1,312	<u>(3)</u>	01/15/2011	Common Stock	1,312	C.
Employee Stock Option (right to buy Common Stock)	\$ 2.25	11/10/2005		М	2,274	<u>(4)</u>	01/01/2013	Common Stock	2,274	
Employee Stock Option (right to buy Common Stock)	\$ 2.25	11/10/2005		М	3,750	<u>(5)</u>	09/18/2013	Common Stock	3,750	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Williams Michael C/O NEUROMETRIX, INC. 62 FOURTH AVENUE WALTHAM, MA 02451			Sr. V.P. of Engineering				
Signatures							
/s/ Nicholas J. Alessi, Attorney-in-Fact		11/14/200	05				
**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).

This number reflects the number of securities beneficially owned after taking into account all of the reported transactions and includes (1) 184 shares of common stock acquired by the reporting person on June 30, 2005 pursuant to the NeuroMetrix, Inc. 2004 Employee Stock Purchase Plan

This option vests in four equal annual installments beginning on May 1, 2001. If the executive officer's employment is terminated on or(2) after May 1, 2001, the option may be exercised for 1/48th of the total option for each full calendar month the executive officer has been employed by NeuroMetrix, Inc. (the "Company") since May 1, 2000.

(3) This option vests in 36 monthly installments beginning January 15, 2001.

This option vests in four equal annual installments beginning on January 1, 2004. If the executive officer's employment is terminated on(4) or after January 1, 2004, the option may be exercised for 1/48th of the total option for each full calendar month the executive officer has been employed by the Company since January 1, 2003.

This option vests in four equal annual installments beginning on May 1, 2005. If the executive officer's employment is terminated on or(5) after May 1, 2005, the option may be exercised for 1/48th of the total option for each full calendar month the executive officer has been employed by the Company since May 1, 2004.

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.