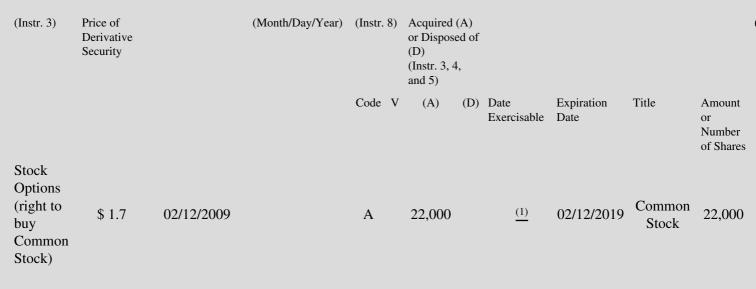
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Calo Joseph A Form 4										
February 17, 200	9									
FORM 4								PPROVAL		
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer									January 31, 2005	
subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden hou response	average urs 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 Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> Calo Joseph A			2. Issuer Name and Ticker or Trading Symbol NeuroMetrix, Inc. [NURO]				5. Relationship of Reporting Person(s) to Issuer			
			, L 3				(Check all applicable)			
(Last) (First) (Middle) C/O NEUROMETRIX, INC., 62 FOURTH AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2009				Director 10% Owner X Officer (give title Other (specify below) below) below) Principal Finance & Acct Off.			
(Street) WALTHAM, MA 02451			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 Form filed by More than One Reporting 			
	1102431						Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	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)	
Reminder: Report or	a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to resp lys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 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	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Addres	Relationships						
reporting officer ranne, reading	Director	10% Owner	Officer	Other			
Calo Joseph A C/O NEUROMETRIX, INC. 62 FOURTH AVENUE WALTHAM, MA 02451			Principal Finance & Acct Off.				
Signatures							
/s/ Joseph A)2/17/2009						

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** 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 option vests as follows: 25% shall vest on February 12, 2010 and an additional 1/16th shall vest each quarter thereafter.

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.

Calo

**Signature of

Reporting Person