NEUROMETRIX INC

Form 4 April 21, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES 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)

FOURTH AVENUE

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * **NEUROMETRIX INC**

(First)

C/O NEUROMETRIX, INC., 62

2. Issuer Name and Ticker or Trading Symbol

NeuroMetrix, Inc. [NURO]

3. Date of Earliest Transaction

(Month/Day/Year) 04/19/2010

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

below) Senior Vice President & GM

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

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if Code Disposed of (D) (Month/Day/Year)

3.

TransactionAcquired (A) or (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of 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 **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Date Title Expiration Amount o Exercisable Date Number o Shares Stock **Options** (right to Common (1) 04/19/2020 100,000 \$ 1.77 04/19/2010 100,000 Α Stock buy Common Stock)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEUROMETRIX INC C/O NEUROMETRIX, INC. 62 FOURTH AVENUE WALTHAM, MA 02451

Senior Vice President & GM

Signatures

/s/ Joseph A. Calo, Attorney-in-Fact 04/21/2010

**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) This option vests as follows: 25% shall vest on April 19, 2011 and additionally 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.

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