

NeuroMetrix, Inc.  
Form 4  
November 01, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WHITNEY J H EQUITY  
PARTNERS III LLC

(Last) (First) (Middle)

177 BROAD STREET, 15TH  
FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

NeuroMetrix, Inc. [NURO]

3. Date of Earliest Transaction

(Month/Day/Year)

10/31/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director

\_\_X\_\_ 10% Owner

\_\_\_\_ Officer (give title  
below)\_\_\_\_ Other (specify  
below)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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/31/2005		J <sup>(3)</sup>		834,408	D	\$ 0	764,902	I <sup>(1)</sup>	See footnote 1. <sup>(1)</sup>
Common Stock	10/31/2005		J <sup>(4)</sup>		20,106	D	\$ 0	18,431	I <sup>(2)</sup>	See footnote 2. <sup>(2)</sup>

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  
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number.**

SEC 1474  
(9-02)

# Edgar Filing: NeuroMetrix, Inc. - Form 4

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITNEY J H EQUITY PARTNERS III LLC 177 BROAD STREET, 15TH FLOOR STAMFORD, CT 06901	X

## Signatures

J. H. WHITNEY EQUITY PARTNERS III, L.L.C., By: Daniel J. O'Brien, Managing Member 11/01/2005

\_\_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) Securities owned by J. H. Whitney III, L.P. ("Whitney III"). The undersigned is the general partner of Whitney III. The undersigned disclaims beneficial ownership of such shares except to the extent of its proportionate interest.
- (2) Securities owned by Whitney Strategic Partners III, L.P. ("WSP III"). The undersigned is the general partner of WSP III. The undersigned disclaims beneficial ownership of such shares except to the extent of its 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.
- 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.