

Williams Michael
Form 4
November 14, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams Michael

(Last) (First) (Middle)

C/O NEUROMETRIX, INC., 62
FOURTH AVENUE

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NeuroMetrix, Inc. [NURO]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. V.P. of Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/10/2005 | | M | | 10,062 | A | \$ 1.3504 |
| | | | | | 184 | (1) | |
| Common Stock | 11/10/2005 | | M | | 6,024 | A | \$ 2.25 |
| | | | | | 184 | (1) | |
| Common Stock | 11/10/2005 | | S | | 16,086 | D | \$ 35.0295 |
| | | | | | 184 | (1) | |

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

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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. 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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy Common Stock) | \$ 1.3504 | 11/10/2005 | | M | 8,750 | <u>(2)</u> 05/01/2010 | Common Stock | 8,750 |
| Employee Stock Option (right to buy Common Stock) | \$ 1.3504 | 11/10/2005 | | M | 1,312 | <u>(3)</u> 01/15/2011 | Common Stock | 1,312 |
| Employee Stock Option (right to buy Common Stock) | \$ 2.25 | 11/10/2005 | | M | 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 | | M | 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

11/14/2005

__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).

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.

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