

NEUROGEN CORP  
Form SC 13D/A  
August 28, 2008

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 4 )\***

**Neurogen Corporation**  
(Name of Issuer)

Common Stock, par value \$0.025 per share  
(Title of Class of Securities)

**64124E106**  
(CUSIP Number)

**Lawrence A. Fox  
Vice President  
Assistant General Counsel & Assistant Secretary  
Pfizer Inc.  
235 East 42nd Street  
New York, New York 10017  
212-573-2323**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**July 25, 2008**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

CUSIP No. 64124E106

1. Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only).  
Pfizer Inc. 13-5315170

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

- 3. SEC Use Only .....
- 4. Source of Funds (See Instructions) .....WC.....
- 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization Delaware, U.S.A.

NUMBER OF

7. Sole Voting Power.. 2,846,000.....

SHARES

8. Shared Voting Power .....

BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH

9. Sole Dispositive Power 2,846,000 .....

PERSON WITH

11. Aggregate Amount Beneficially Owned by Each Reporting Person. 2,846,000.....

10. Shared Dispositive Power .....

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 4.2%

14. Type of Reporting Person (See Instructions) CO

**Item 1. Security and Issuer**

Common Stock, \$0.025 par value of Neurogen Corporation, 35 Northeast Industrial Road, Branford, CT 06405

**Item 2. Identity and Background**

- (a) Pfizer Inc.
- (b) 235 East 42nd Street, New York, New York 10017
- (c) pharmaceuticals
- (d) No
- (e) No
- (f) Delaware, USA

**Item 3. Source and Amount of Funds or Other Consideration**

Working Capital \$13,750,000

**Item 4. Purpose of Transaction**

Investment.

(a) - (j) none

**Item 5. Interest in Securities of the Issuer**

- (a) 2,846,000 shares of Common Stock, \$0.025 par value; 4.2%
- (b) Sole power to vote and dispose of 2,846,000 shares
- (c) none
- (d) none
- (e) As the result of the issuance of shares of common stock to third parties by Neurogen Corporation on July 25, 2008, Pfizer Inc. ceased to be the beneficial owner of more than five percent of Neurogen's common stock.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

None

**Item 7. Material to Be Filed as Exhibits**

None

***Signature***

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 28, 2008

Date

Signature /s/ Lawrence A. Fox

Lawrence A. Fox, Vice President, Assistant General Counsel and Assistant Secretary, Pfizer Inc.

Name/Title

**Attention: Intentional misstatements or omissions of fact  
Constitute Federal criminal violations (See 18 U.S.C. 1001)**