

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* FORDYCE JAMES H (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/27/2004 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | (A) or (D) | Price | | | |
| Common Stock | 07/27/2004 | | C | | 3,161,664 | A | (4) | 3,161,664 | I | See footnote 1. ⁽¹⁾ |
| Common Stock | 07/27/2004 | | C | | 76,183 | A | (5) | 76,183 | I | See footnote 2. ⁽²⁾ |
| Common Stock | 07/27/2004 | | C | | 95,964 | A | (6) | 95,964 | I | See footnote 3. ⁽³⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Preferred Stock | (4) | 07/22/2004 | | C | | 4,939,370 | | (4) | (4) | Common | (4) | (4) | 0 | I | See footnote 1. ⁽¹⁾ |
| Preferred Stock | (5) | 07/22/2004 | | C | | 119,021 | | (5) | (5) | Common | (5) | (5) | 0 | I | See footnote 2. ⁽²⁾ |
| Preferred Stock | (6) | 07/22/2004 | | C | | 383,858 | | (6) | (6) | Common | (6) | (6) | 0 | I | See footnote 3. ⁽³⁾ |

Explanation of Responses:

- Shares owned by J. H. Whitney III, L.P. The undersigned is a member of J. H. Whitney Equity Partners III, L.L.C., the general partner of J. H. Whitney III, L.P., and has an interest in a limited partner of J. H. Whitney III, L.P. The undersigned may be deemed to share voting and dispositive power with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his proportionate interest.
- Shares owned by Whitney Strategic Partners III, L.P. The undersigned is a member of J. H. Whitney Equity Partners III, L.L.C., the general partner of Whitney Strategic Partners III, L.P. The undersigned may be deemed to share voting and dispositive power with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his proportionate interest.
- Shares owned by Whitney & Co., LLC. The undersigned is a Partner in Whitney & Co., LLC and may be deemed to share voting and dispositive power with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his proportionate interest.
- Upon closing of the issuer's initial public offering, Preferred Stock was automatically converted into 3,161,664 shares of Common Stock.
- Upon closing of the issuer's initial public offering, Preferred Stock was automatically converted into 76,183 shares of Common Stock.
- Upon closing of the issuer's initial public offering, Preferred Stock was automatically converted into 95,964 shares of Common Stock.

JAMES H. FORDYCE, By:
Daniel J. O'Brien, Attorney-in-Fact 07/28/2004

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.