

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>FORDYCE JAMES H</u>  (Last) (First) (Middle) <u>177 BROAD STREET, 15TH FLOOR</u>  (Street) <u>STAMFORD CT 06901</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/21/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>NeuroMetrix, Inc. [ NURO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Preferred Stock	(1)	(1)	Common	(1)	(1)	I	See footnote 4 <sup>(4)</sup>
Preferred Stock	(2)	(2)	Common	(2)	(2)	I	See footnote 5 <sup>(5)</sup>
Preferred Stock	(3)	(3)	Common	(3)	(3)	I	See footnote 6 <sup>(6)</sup>

**Explanation of Responses:**

- Preferred Stock is convertible into 3,161,664 shares of Common Stock upon closing of the Issuer's initial public offering.
- Preferred Stock is convertible into 76,183 shares of Common Stock upon closing of the Issuer's initial public offering.
- Preferred Stock is convertible into 95,964 shares of Common Stock upon closing of the Issuer's initial public offering.
- 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.

JAMES H. FORDYCE, By:  
Daniel J. O'Brien, Attorney-in- 07/21/2004  
Fact

\*\* 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 5 (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.