FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
OMB Number:	3235-028										

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

OMB Number: 3235-0287							
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hours per response:	0.5						

Name and Address of Reporting Person*     Daniello Guy						2. Issuer Name <b>and</b> Ticker or Trading Symbol NeuroMetrix, Inc. [ NURO ]										applicable) rector	ctor 10% (		
(Last) (First) (Middle) C/O NEUROMETRIX, INC. 62 FOURTH AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 03/13/2012										below) below)  Senior Vice President of IT			
(Street) WALTH	AM M	Α (	)2451 (Zip)		_ 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person											son		
		Tab	le I - Noi	n-Deriv	/ative	Se	curitie	s Ac	quired,	Dis	posed o	f, oı	r Ben	efici	ally Ow	ned			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar)   i	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)						nd Sed Bed Ow	Amount of ecurities eneficially wned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount		(A) or (D)	Pric	Tra	orted nsaction(s) tr. 3 and 4)			(Instr. 4)	
Common Stock					1/02/2012				F		31		D	\$1	.25	5,027		D	
Common	Common Stock 02				1/2012				F		368		D	\$1	.35	4,659		D	
Common Stock <sup>(1)</sup>				03/13	/13/2012				A		20,000		A	\$	0	24,659		D	
		Ta									sed of, onvertib					ed			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deem Execution if any (Month/Da	Date,	4. Transaction Code (Instr 8)				Expiratio (Month/D	on Dat	ear)	7. Title and Amount of Securities Underlying Derivative Security (Ins and 4)		ount	8. Price Derivativ Security (Instr. 5)		ve ies ially ng ed ction(s	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	of Title Shares		ıres					

## **Explanation of Responses:**

 $1. \ Represents \ restricted \ stock \ that \ is \ subject \ to \ the \ Issuer's \ lapsing \ for feiture \ right, \ which \ will \ lapse \ as \ follows: 50\% \ on \ March \ 13, 2013 \ and \ 50\% \ on \ March \ 13, 2014.$ 

/s/ Thomas T. Higgins, 03/13/2012 Attorney-in-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 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.