

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Williams Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>NeuroMetrix, Inc. [NURO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. V.P. of Engineering</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2005</u>			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		
<u>C/O NEUROMETRIX, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>62 FOURTH AVENUE</u>								
(Street)								
<u>WALTHAM</u>	<u>MA</u>	<u>02451</u>						
(City)	(State)	(Zip)						

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	11/10/2005		M		10,062	A	\$1.3504	184 ⁽¹⁾	D	
Common Stock	11/10/2005		M		6,024	A	\$2.25	184 ⁽¹⁾	D	
Common Stock	11/10/2005		S		16,086	D	\$35.0295	184 ⁽¹⁾	D	

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
Employee Stock Option (right to buy Common Stock)	\$1.3504	11/10/2005		M			8,750	(2)	05/01/2010	Common Stock	8,750	\$1.3504	0	D	
Employee Stock Option (right to buy Common Stock)	\$1.3504	11/10/2005		M			1,312	(3)	01/15/2011	Common Stock	1,312	\$1.3504	0	D	
Employee Stock Option (right to buy Common Stock)	\$2.25	11/10/2005		M			2,274	(4)	01/01/2013	Common Stock	2,274	\$2.25	2,276	D	
Employee Stock Option (right to buy Common Stock)	\$2.25	11/10/2005		M			3,750	(5)	09/18/2013	Common Stock	3,750	\$2.25	11,250	D	

Explanation of Responses:

- This number reflects the number of securities beneficially owned after taking into account all of the reported transactions and includes 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 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.
- 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 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 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.

/s/ Nicholas J. Alessi,
Attorney-in-Fact

11/14/2005

** 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.