FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	DVAL				
OMB Number:	3235-0287				
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	Check this box if no longer subject to
١	Section 16. Form 4 or Form 5
	obligations may continue. See
	Instruction 1(h)

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

(Last) (First) (Middle) C/O NEUROMETRIX, INC. 62 FOURTH AVENUE  (Street) WALTHAM MA 02451  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Person  Table II - Derivative Sec	Name and Address of Reporting Person*     Balachandran Krishnamurthy						2. Issuer Name <b>and</b> Ticker or Trading Symbol NeuroMetrix, Inc. [ NURO ]									Check	all app	licable)		Solssuer  6 Owner  er (specify
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  WALTHAM MA 02451  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form Disposed of (Month/Day/Year)  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  2. Transaction Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  3. Transaction (Month/Day/Year)  (Instr. 3)  3. Transaction (Month/Day/Year)  (Instr. 3 and 4)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  5. Amount of Securities Beneficially Owned Following Reported Transactions (Instr. 3 and 4)  (Instr. 3)  5. Amount of Securities Beneficially Owned Following Reported Transactions (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities (e.g., puts, calls, warrants, options, convertible Securities)  1. Title of Derivative	C/O NEUROMETRIX, INC.					` ' '										X	belov	v) ``	bel	ow) ်
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Dode (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following (Instr. 4)  5. Amount of Securities Beneficially Owned Form: Direct (D) of Indirect (	(Street) WALTHAM MA 02451					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person Form filed by More than One Reporting				
Date (Month/Day/Year)   Date (		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Common Stock  12/21/2012  F 15 D \$0.63 40,428 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) or Exercise Price of Derivative Security Security Security (Instr. 3)  2. Conversion On Exercise Price of Derivative Security (Instr. 3)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Execution Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Securities (Month/Day/Year)  Ownership Form: Disposed of (D) (Instr. 3, 4 and 5)  Owned Following Reported Transaction(s) (Instr. 4)  (Instr. 4)	Date						Execution Da ay/Year) if any			Transaction Code (Instr.		Disposed Of (D) (Instr. 3,				4 and Secul Bene Owne		ties cially I Following	Form: Direct (D) or Indirect	of Indirect
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 Security Security Security Security Security Security Security Security Securities Securi											v	Amount		(A) or (D)	Price		Transa	ction(s)		(11341.4)
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Exercisable and Conversion Date (Month/Day/Year)  Conversion Or Exercise Price of Derivative Securities (Month/Day/Year)  Derivative Security (Instr. 3)  A Deemed Execution Date (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Derivative Security (Instr. 5)  Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4)  Noverthee Transaction (Instr. 4)  Derivative Securities (Month/Day/Year)  Derivative Security (Instr. 5)  Derivative Security (Instr. 3)  Owner (I) (Instr. 4)	Common Stock 12/21/											15		D	\$ <mark>0</mark> .	63	4	0,428	D	
Derivative Security (Instr. 3)  In the security of Exercise (Instr. 3)  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Derivative Security  Execution Date, if any (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Expiration Date (Month/Day/Year)  Derivative Securities (Instr. 5)  Derivative Securities (Month/Day/Year)  Direct (D) or Indirect (I) (Instr. 4)  Instr. 4)																				
or Number	Derivative Security	vative urity or Exercise (Month/Day/Year) r. 3) Price of Derivative Execution Date, if any (Month/Day/Year)			Date,	Transa Code (		of Derive Security Acquer (A) or Disposor (Instr	ative rities ired osed	Expiration (Month/E	on Dat	Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction	Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership (Instr. 4)	

**Explanation of Responses:** 

/s/ Thomas T. Higgins, Attorney-in-Fact

12/21/2012

\*\* 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.