

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Williams Michael</u> (Last) (First) (Middle) <u>C/O NEUROMETRIX, INC.</u> <u>62 FOURTH AVENUE</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NeuroMetrix, Inc. [NURO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <u>Sr. V.P. of Engineering</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2006</u>	
	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 <input type="checkbox"/> 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			

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				
Employee Stock Option (right to buy Common Stock)	\$2.25	11/14/2006		D ⁽¹⁾⁽²⁾			1,875	(3)	06/05/2013	Common Stock	1,875	\$0	0	D	
Employee Stock Option (right to buy Common Stock)	\$4.48	11/14/2006		A ⁽¹⁾⁽²⁾			1,875	(3)	06/05/2013	Common Stock	1,875	\$0	1,875	D	

Explanation of Responses:

- The two reported transactions involved an amendment of an outstanding option award, resulting in the deemed cancellation, for purposes of Section 16, of the "old" option and the grant of a "replacement" option. The existing option was initially granted prior to the company's initial public offering and had an exercise price per share that was less than the fair market value of the company's common stock on the grant date as determined by the company's board of directors.
- The company had historically accounted for this option as a discounted option. Subsequent to the grant of this option, the IRS adopted Section 409A of the Internal Revenue Code, which negatively impacted the tax treatment of discounted stock options. However, the IRS issued guidance permitting companies and option holders to amend discounted stock options to increase the exercise price to equal the fair market value per share on the grant date in order to avoid application of Section 409A. Accordingly, the company and the related person agreed to amend the option to increase the exercise price from \$2.25 per share to \$4.48 per share.
- This option was vested with respect to 2/3 of the shares as of November 14, 2006 and the remaining 1/3 will vest on June 5, 2007.

/s/ Nicholas J. Alessi, Attorney- 11/16/2006
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.

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