

**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>BancBoston Ventures, Inc.</u>  (Last) (First) (Middle) <u>175 FEDERAL STREET</u> <u>10TH FLOOR</u>  (Street) <u>BOSTON MA 02110</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)  Director <input checked="" type="checkbox"/> 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)
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**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				
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	345,515	(2)	D
Series E Convertible Preferred Stock	(1)	(1)	Common Stock	416,667	(3)	D
Series E-1 Convertible Preferred Stock	(1)	(1)	Common Stock	173,734	(4)	D

**Explanation of Responses:**

- These securities are preferred stock of NeuroMetrix and do not have an expiration date. These securities will automatically convert into shares of NeuroMetrix's Common Stock upon the closing of NeuroMetrix's initial public offering.
- Each share of Series D Convertible Preferred Stock is convertible in approximately 0.3109640 shares of Common Stock.
- Each share of Series E Convertible Preferred Stock is convertible into approximately 0.4687500 shares of Common Stock.
- Each share of Series E-1 Convertible Preferred Stock is convertible into approximately 0.2500000 shares of Common Stock.

/s/ Deirdre A. Cunnane, Vice President, BancBoston Ventures Inc. 07/21/2004

\*\* 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.

**Information Regarding Joint Filers****Designated Filer of Form 3:** BancBoston Ventures, Inc.**Item 2. Date of Event Requiring Statement:** July 21, 2004**Item 4. Issuer Name and Ticker Symbol:** NeuroMetrix, Inc. (NURO)

	<b>Ownership Form</b>	<b>Nature of Indirect</b>
<b>Designated Filer:</b>		<b>Beneficial Ownership</b>
BancBoston Ventures, Inc.		
175 Federal Street, 10 <sup>th</sup> Floor		
Boston, MA 02110	Direct	
<b>Joint Filers:</b>		
Bank of America Corporation	Indirect	Indirect 100% Owner of Reported Shares, as 100% Parent of Fleet National Bank
100 North Tryon Street		
Bank of America Plaza		
Charlotte, NC 28255		
Fleet National Bank	Indirect	Indirect 100% Owner of Reported Shares, as 100% Parent of BancBoston Ventures, Inc.
175 Federal Street, 10 <sup>th</sup> Floor		
Boston, MA 02110		

## SIGNATURES

BANK OF AMERICA CORPORATION

By: /s/ Michael Bernadino Date: July 21, 2004Title: Senior Vice President

FLEET NATIONAL BANK

By: /s/ Michael Bernadino Date: July 21, 2004Title: Senior Vice President