SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| WHITNEY STRATEGIC PARTNERS III LP | NeuroMetrix, Inc. [ NURO ] | Director     X   10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/02/2005 | Officer (give title below)    Other (specify below) |
| 177 BROAD STREET, 15TH FLOOR | | |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| STAMFORD   CT   06901 | | X   Form filed by One Reporting Person |
| (City) (State) (Zip) | |    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 | | | |
| Common Stock | 08/02/2005 | | J(1) | | 18,823 | D | $0 | 57,360 | D | |
| Common Stock | 08/02/2005 | | J(2) | | 781,177 | D | $0 | 2,380,487 | I | Securities owned by J. H. Whitney III, L.P. |
| Common Stock | 08/03/2005 | | J(3) | | 95,964 | D | $0 | 0 | I | Securities owned by Whitney & Co., LLC. |

**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 | | | | |

**Explanation of Responses:**

1. Securities distributed to partners of Whitney Strategic Partners III, L.P. on a pro-rata basis in accordance with the Partnership Agreement.

2. Securities distributed to partners of J. H. Whitney III, L.P. on a pro-rata basis in accordance with the Partnership Agreement.

3. Securities distributed to members of Whitney & Co., LLC on a pro-rata basis in accordance with its governing agreement.

**Remarks:**

The undersigned may be deemed a 10% owner by membership in a Section 13(d) "group" with J. H. Whitney III, L.P. and Whitney & Co., LLC. The undersigned disclaims the existence of such a group and disclaims beneficial ownership of any securities owned by J. H. Whitney III, L.P. and Whitney & Co., LLC.

WHITNEY STRATEGIC PARTNERS III, L.P., By: J. H. Whitney Equity Partners III, L.L.C., General Partner, By: Daniel J. O'Brien, Managing Member     08/04/2005

** 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.**