

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>BancBoston Ventures, Inc.</u> (Last) (First) (Middle) 175 FEDERAL STREET 10TH FLOOR (Street) BOSTON MA 02110 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2004	
	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 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	07/27/2004		C		345,515	A	(I)	944,916	D	
Common Stock	07/27/2004		C		416,667	A	(I)	944,916	D	
Common Stock	07/27/2004		C		173,734	A	(I)	944,916	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	Amount or Number of Shares				
Series D Convertible Preferred Stock	(I)	07/27/2004		C		1,111,110		(I)	(I)	Common Stock	345,515	(I)	0	D	
Series E Convertible Preferred Stock	(I)	07/27/2004		C		888,890		(I)	(I)	Common Stock	416,667	(I)	0	D	
Series E-1 Convertible Preferred Stock	(I)	07/27/2004		C		694,939		(I)	(I)	Common Stock	173,734	(I)	0	D	

Explanation of Responses:

1. All shares of preferred stock of the Issuer were automatically converted to common stock upon the closing of the Issuer's initial public offering on July 27, 2004.

/s/ Deirdre A. Cunnane, Vice President, BancBoston Ventures, 07/28/2004 Inc.

** 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.

Information Regarding Joint Filers

Designated Filer of Form 3: BancBoston Ventures, Inc.

Item 2. Date of Event Requiring Statement: July 27, 2004

Item 4. Issuer Name and Ticker Symbol: NeuroMetrix, Inc. (NURO)

	Ownership Form	Nature of Indirect
Designated Filer:		Beneficial Ownership
BancBoston Ventures, Inc.		
175 Federal Street, 10 th Floor		
Boston, MA 02110	Direct	
Joint Filers:		
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 th Floor		
Boston, MA 02110		

SIGNATURES

BANK OF AMERICA CORPORATION

By: /s/ Charles F. Bowman Date: July 28, 2004

Title: Senior Vice President

FLEET NATIONAL BANK

By: /s/ Charles F. Bowman Date: July 28, 2004

Title: Senior Vice President