

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>WHITNEY STRATEGIC PARTNERS III LP</u>  (Last) (First) (Middle) <u>177 BROAD STREET, 15TH FLOOR</u>  (Street) <u>STAMFORD CT 06901</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2004</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  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		76,183	A	(2)	76,183	D	
Common Stock	07/27/2004		C		3,161,664	A	(1)	3,161,664	I	Securities owned by J. H. Whitney III, L.P.
Common Stock	07/27/2004		C		95,964	A	(3)	95,964	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				
Preferred Stock	(2)	07/22/2004		C			119,021	(2)	(2)	Common	(2)	(2)	0	D	
Preferred Stock	(1)	07/22/2004		C			4,939,370	(1)	(1)	Common	(1)	(1)	0	I	Securities owned by J. H. Whitney III, L.P.
Preferred Stock	(3)	07/22/2004		C			383,858	(3)	(3)	Common	(3)	(3)	0	I	Securities owned by Whitney & Co., LLC.

**Explanation of Responses:**

- Upon closing of the issuer's initial public offering, Preferred Stock was automatically converted into 3,161,664 shares of Common Stock.
- Upon closing of the issuer's initial public offering, Preferred Stock was automatically converted into 76,183 shares of Common Stock.
- Upon closing of the issuer's initial public offering, Preferred Stock was automatically converted into 95,964 shares of Common Stock.

**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.

By: J. H. Whitney Equity Partners III, L.L.C., General Partner, By: Daniel J. O'Brien, Managing Member 07/28/2004

\*\* 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 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.

