

| 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) 07/28/2004 | 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 | | | |
| Common Stock | 07/27/2004 | | C | V | 345,515 | A | (1) | 935,916 | D | |
| Common Stock | 07/27/2004 | | C | V | 416,667 | A | (1) | 935,916 | D | |
| Common Stock | 07/27/2004 | | C | V | 173,734 | A | (1) | 935,916 | 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 | (1) | 07/27/2004 | | D | V | | 1,111,110 | (1) | (1) | Common Stock | 345,515 | (1) | 0 | D | |
| Series E Convertible Preferred Stock | (1) | 07/27/2004 | | D | V | | 888,890 | (1) | (1) | Common Stock | 416,667 | (1) | 0 | D | |
| Series E-1 Convertible Preferred Stock | (1) | 07/27/2004 | | D | V | | 694,939 | (1) | (1) | Common Stock | 173,734 | (1) | 0 | D | |

1. Name and Address of Reporting Person*
BancBoston Ventures, Inc.
 (Last) (First) (Middle)
 175 FEDERAL STREET
 10TH FLOOR
 (Street)
 BOSTON MA 02110
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Fleet National Bank
 (Last) (First) (Middle)
 100 FEDERAL STREET
 (Street)
 BOSTON MA 02110
 (City) (State) (Zip)

| | | |
|--|--------------------|-----------------------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| BANK OF AMERICA CORP /DE/ | | |
| (Last) | (First) | (Middle) |
| BANK OF AMERICA CORPORATE CENTER | | |
| 100 N TRYON ST | | |
| (Street) | | |
| CHARLOTTE | NC | 28255 |
| (City) | (State) | (Zip) |

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.

[Deirdre A. Cunnane, Vice President](#) [08/09/2004](#)

[Charles F. Bowman, Senior Vice President](#) [08/09/2004](#)

[Charles F. Bowman, Senior Vice President](#) [08/09/2004](#)

** 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.

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 100 North Tryon Street Bank of America Plaza Charlotte, NC 28255 | Indirect | Indirect 100% Owner of Reported Shares, as 100% Parent of Fleet National Bank |
| Fleet National Bank 175 Federal Street, 10 th Floor Boston, MA 02110 | Indirect | Indirect 100% Owner of Reported Shares, as 100% Parent of BancBoston Ventures, Inc. |

SIGNATURES

BANK OF AMERICA CORPORATION

By: Charles F. Bowman Date: August 9, 2004Title: Senior Vice President

FLEET NATIONAL BANK

By: Charles F. Bowman Date: August 9, 2004Title: Senior Vice President