

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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 J H EQUITY PARTNERS III LLC</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		3,161,664	A	(4)	3,161,664	I	See footnote 1. <sup>(1)</sup>
Common Stock	07/27/2004		C		76,183	A	(5)	76,183	I	See footnote 2. <sup>(2)</sup>
Common Stock	07/27/2004		C		95,964	A	(6)	95,964	I	See footnote 3. <sup>(3)</sup>

**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	(4)	07/22/2004		C		4,939,370		(4)	(4)	Common	(4)	(4)	0	I	See footnote 1. <sup>(1)</sup>
Preferred Stock	(5)	07/22/2004		C		119,021		(5)	(5)	Common	(5)	(5)	0	I	See footnote 2. <sup>(2)</sup>
Preferred Stock	(6)	07/22/2004		C		383,858		(6)	(6)	Common	(6)	(6)	0	I	See footnote 3. <sup>(3)</sup>

**Explanation of Responses:**

- Securities owned by J. H. Whitney III, L.P. ("Whitney III"). The undersigned is the general partner of Whitney III. The undersigned disclaims beneficial ownership of such shares except to the extent of its proportionate interest.
- Securities owned by Whitney Strategic Partners III, L.P. ("WSP III"). The undersigned is the general partner of WSP III. The undersigned disclaims beneficial ownership of such shares except to the extent of its proportionate interest.
- Shares owned by Whitney & Co., LLC.
- 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.

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.

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.