

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>Fleet National Bank</u> (Last) (First) (Middle) <u>100 FEDERAL STREET</u> (Street) <u>BOSTON MA 02110</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>	

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		O	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
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*
Fleet National Bank

 (Last) (First) (Middle)
100 FEDERAL STREET

 (Street)
BOSTON MA 02110

 (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.

By: Charles F. Bowman, Senior 07/09/2004
Vice President

By: Charles F. Bowman, Senior 07/09/2004
Vice President

** 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.