

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Daniello Guy</u> _____ (Last) (First) (Middle) <u>C/O NEUROMETRIX, INC.</u> <u>62 FOURTH AVENUE</u> _____ (Street) <u>WALTHAM MA 02451</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP of Information Tech</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2005</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	11/17/2005	11/17/2005	M		14,222	A	\$2.25	1,038 ⁽¹⁾	D	
Common Stock	11/18/2005	11/18/2005	M		2,900	A	\$2.25	1,038 ⁽¹⁾	D	
Common Stock	11/17/2005	11/17/2005	S		14,222	D	\$35.0377	1,038 ⁽¹⁾	D	
Common Stock	11/18/2005	11/18/2005	S		2,900	D	\$35.0253	1,038 ⁽¹⁾	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
Employee Stock Option (right to buy Common Stock)	\$2.25	11/17/2005	11/17/2005	M			2,500	(2)	09/04/2011	Common Stock	2,500	\$2.25	0	D	
Employee Stock Option (right to buy Common Stock)	\$2.25	11/17/2005	11/17/2005	M			11,250	(3)	10/13/2012	Common Stock	11,250	\$2.25	3,750	D	
Employee Stock Option (right to buy Common Stock)	\$2.25	11/17/2005	11/17/2005	M			472	(4)	01/01/2013	Common Stock	472	\$2.25	2,243	D	
Employee Stock Option (right to buy Common Stock)	\$2.25	11/18/2005	11/18/2005	M			885	(4)	01/01/2013	Common Stock	885	\$2.25	1,358	D	
Employee Stock Option (right to buy Common Stock)	\$2.25	11/18/2005	11/18/2005	M			1,250	(5)	06/05/2013	Common Stock	1,250	\$2.25	1,250	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				
Employee Stock Option (right to buy Common Stock)	\$2.25	11/18/2005	11/18/2005	M			765	(6)	01/15/2012	Common Stock	765	\$2.25	0	D	

Explanation of Responses:

- This number reflects the number of securities beneficially owned after taking into account all of the reported transactions and includes 1,038 shares of common stock acquired by the reporting person pursuant to the NeuroMetrix, Inc. 2004 Employee Stock Purchase Plan
- This option vests in four equal annual installments beginning on September 4, 2002. If the executive officer's employment is terminated on or after September 4, 2002, the option may be exercised for 1/48th of the total option for each full calendar month the executive officer has been employed by the Company since September 4, 2001.
- This option vests in four equal annual installments beginning on October 13, 2003. If the executive officer's employment is terminated on or after October 13, 2003, the option may be exercised for 1/48th of the total option for each full calendar month the executive officer has been employed by the Company since October 13, 2002.
- This option vests in four equal installments beginning on January 1, 2004. If the executive officer's employment is terminated on or after January 1, 2004, the option may be exercised for 1/48th of the total option for each full calendar month the executive officer has been employed by the Company since January 1, 2003.
- This option vests in four equal installments beginning on June 5, 2004. If the executive officer's employment is terminated on or after June 5, 2004, the option may be exercised for 1/48th of the total option for each full calendar month the executive officer has been employed by the Company since June 5, 2003.
- This option vests in 36 monthly installments beginning January 15, 2002.

/s/ Nicholas J. Alessi, Attorney-in-Fact 11/21/2005

** 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.