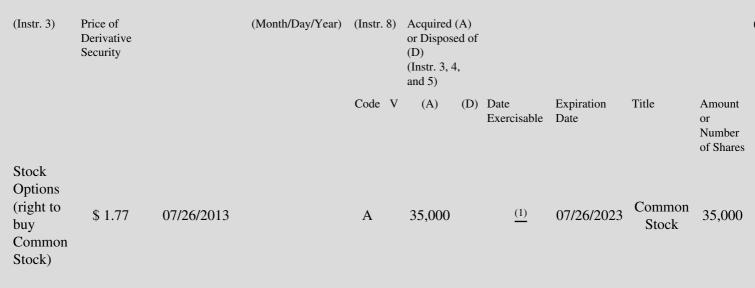
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| NeuroMetrix Form 4 | x, Inc. | | | | | | | |
|---|--|--|--------------------------------------|---|--|---|---|--|
| July 26, 201 | 3 | | | | | | | |
| FORM | | | | | | OMB A | PPROVAL | |
| | UNITED | | | AND EXCHANGI 1, D.C. 20549 | E COMMISSION | OMB Number: | 3235-0287 | |
| Check th if no lon subject to Section 7 Form 4 c Form 5 obligatio | ger 5 16. 5 5 5 Filed pur | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | |
| may con See Instr 1(b). | tinue. Section 17(| | • | Iding Company Act It Company Act of 2 | | n | | |
| (Print or Type) | Responses) | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Daniello Guy | | | 1 | nd Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | (Check all applicable) | | | |
| (Last) (First) (Middle) C/O NEUROMETRIX, INC., 62 FOURTH AVENUE | | | of Earliest 7 /Day/Year) /2013 | Iransaction | Director 10% Owner X Officer (give title Other (specify below) Senior Vice President of IT | | | |
| | (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | - | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| | M, MA 02451 | | | | Form filed by M Person | Iore than One R | eporting | |
| (City) | (State) | (Zip) Ta | ble I - Non- | Derivative Securities A | Acquired, Disposed of | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, if any | Code (Instr. 8) | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | Securities F 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) | |
| Reminder: Rer | port on a separate line | for each class of se | | eficially owned directly | | | | |
| | | | | Persons who re information con required to resp | spond to the collect tained in this form bond unless the form ently valid OMB con | are not m | SEC 1474 (9-02) | |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|
| I State and a state | Director | 10% Owner | Officer | Other | | |
| Daniello Guy C/O NEUROMETRIX, INC. 62 FOURTH AVENUE WALTHAM, MA 02451 | | | Senior Vice President of IT | | | |
| Signatures | | | | | | |
| /s/ Thomas T. Higgins, Attorney-in-Fact | 07/26/2013 | | | | | |
| **Signature of Reporting Person | | Date | | | | |

Explanation of Responses:

- * 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).

(1) This option vests as follows: 50% on July 26, 2014 and 1/8th each quarter thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.