

NEUROLOGIX INC/DE
Form 5
January 24, 2007

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
DAIMLERCHRYSLER CORP
MASTER RETIREMENT TRUST
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NEUROLOGIX INC/DE [NRGX]
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

C/O STATE STREET
CORPORATION, 225 LIBERTY
STREET, 24TH FLOOR
(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
(check applicable line)

NEW YORK, NY 10281
(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year)		(Instr. 3 and 4)		Title	Amount or Number of Shares	
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A) (D)	Date Exercisable	Expiration Date			
Series C Preferred Stock	Â	06/01/2006	Â	J4 (2)	751	Â	Â (1)	Â (3)	Common Stock	14,764.66
Series C Preferred Stock	Â	09/01/2006	Â	J4 (2)	3,886	Â	Â (1)	Â (3)	Common Stock	76,398.76
Series C Preferred Stock	Â	12/01/2006	Â	J4 (2)	5,907	Â	Â (1)	Â (3)	Common Stock	116,132

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAIMLERCHRYSLER CORP MASTER RETIREMENT TRUST
 C/O STATE STREET CORPORATION
 225 LIBERTY STREET, 24TH FLOOR
 NEW YORK, NY 10281

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Signatures

Steve Sovany, State Street Bank and Trust Company, directed trustee

01/24/2007

**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) Each share of Series C Preferred Stock (the "Series C Stock") is currently convertible at the option of the holder into approximately 19.66 shares of Common Stock.
- (2) Acquired as a quarterly dividend on shares of Series C Stock.
- (3) Each share of Series C Stock shall automatically be converted into shares of Common Stock upon the approval of (i) holders of at least 70% of the outstanding Series C Stock or (ii) immediately prior to the closing of an underwritten public offering of Issuer's Common Stock at a price of at least \$5.65 per share (subject to adjustment in the event of any stock split, recapitalization, reclassification or similar event) and that results in gross proceeds of at least \$50 million.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.