NeuroMetrix, Inc. Form 4 March 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

(Print or Type Responses)

1(b).

Common

Stock

03/10/2015

1. Name and A SURGENO	erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
				. [NURO]	(Che	ck all applicable	e)	
(Last)	(First) (M	iddle) 3. Date of	Earliest Tr	ansaction				
		(Month/D	ay/Year)		_X_ Director		6 Owner	
C/O NEUROMETRIX, INC., 62 FOURTH AVENUE		62 03/10/20	03/10/2015			e title Oth below)	er (specify	
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
WALTHAM	м, ма 02451	Filed(Mon	nth/Day/Year)	Applicable Line) _X_ Form filed by Form filed by Person			
(City)	(State) (Zip) Tabl	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

7,334

Transaction(s)

(Instr. 3 and 4)

(A)

or

Price

Amount (D)

6,500

(Instr. 4)

D

(Instr. 4)

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

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1. Title of	2.	3. Transaction Date	3A Deemed	4.	5.	6. Date Exerc	cicable and	7 Tit	le and	8. Price of	9. Nu
	- -										
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction		Expiration D			unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired			Ì	,		Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
									Amount		
									or		
						Date	Expiration	T. 1			
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
SURGENOR TIMOTHY R C/O NEUROMETRIX, INC. 62 FOURTH AVENUE WALTHAM, MA 02451	X					

Signatures

/s/ Thomas T. Higgins,
Attorney-in-Fact
03/10/2015

**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).

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.

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