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

OMB APPROVAL						
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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

rint or Type Responses)  . Name and Address of Reporting Person * IARRIS & HARRIS GROUP INC /NY/				2. Issuer Name and Ticker or Trading Symbol NeuroMetrix Inc. [NURO]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	ddle) 3	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2004			-					w)		
	4	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  Form filed by More than One Reporting Person					
(Z	Zip)	Т	able I - I	Non-De	rivative S	Securities .	Acquii	red, Disp	osed of, or	Beneficially (	Owned	
Date Execution Date, if Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5)		Def (D) Beneficially Owned Follow Reported Transaction(s)		Following on(s)	Form: Beneficial							
	,			e V	Amour	` /	Price		,		or Indirect (I	nstr. 4)
07/27/20	004		C		1,137,5	570 A	<u>(1)</u>	1,137,5	570	]	D	
T				the	ntained i e form dis Disposed	in this for splays a of, or Ben	m are curre eficial	not req	uired to re d OMB co	espond unle	ess	2 1474 (9- 02)
Day/Year) Exe	. Deemed ecution Date	4. Transaction	5. Num of Deriva Securi Acquii (A) or Dispos of (D) (Instr.	umber 6. Date Exercisable and Expiration Date (Month/Day/Year) urities uired or possed D) tr. 3,		7. Ti Amo Undo Secu (Inst 4)	ount of erlying rities	ount  Derivative Security Securities Beneficia Owned Following Reported Transacti (Instr. 4)		Ownership Form of Derivative Security: Direct (D) or Indirect		
								IINIImner				
5	2. Transac Date (Month/D)  07/27/20  line for each cl  resection 3A Ex (/Day/Year) any	(Zip)  2. Transaction Date (Month/Day/Year) are (Month/Day/Year)  07/27/2004  line for each class of secure (E.g. (A.g. Carlot)	DUP INC /NY/  (Middle) (7, SUITE 1100  (Middle) (7/27/2004  4. If Amendment  (Zip)  2A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Secur (e.g., puts, calls, vasction  3A. Deemed Execution Date, if Transaction  Execution Date, if Transaction  3A. Deemed Execution Date, if Transaction	Cup Inc /Ny/   NeuroMetrix, Inc. [N   (Middle)   (Middle)   (7, SUITE 1100   )   (3. Date of Earliest Transa   (07/27/2004   4. If Amendment, Date Code   (Instr. of Execution Date, if (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   (Code (Instr. of Execution Date, if (e.g., puts, calls, warrants, saction   (A) or (Day/Year)   (Month/Day/Year)   (Instr. 8)   (Inst	NeuroMetrix, Inc. [NURO]	NeuroMetrix, Inc. [NURO]   NeuroMetrix, Inc. [NURO]   3. Date of Earliest Transaction (Month/Date of Month/Date of Month/Date of Month/Day/Year)   NeuroMetrix, Inc. [NURO]   3. Date of Earliest Transaction (Month/Date of Month/Date of Month/Date of Month/Date of Month/Date of Month/Day/Year)   NeuroMetrix, Inc. [NURO]   NeuroMetrix, Inc. [NuroMetrix of Month/Date	NeuroMetrix, Inc. [NURO]   NeuroMetrix, Inc. [NURO]   3. Date of Earliest Transaction (Month/Day/Year)   07/27/2004   4. If Amendment, Date Original Filed(Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction (A) or Disposed of (Instr. 8)   (Ins	NeuroMetrix, Inc. [NURO]    NeuroMetrix, Inc. [NURO]     3. Date of Earliest Transaction (Month/Day/Year)     07/27/2004     4. If Amendment, Date Original Filed(Month/Day/Year)     2. Transaction Date (Execution Date, if (Month/Day/Year)     (Month/Day/Year)     07/27/2004     1. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)     (Month/Day/Year)     1. Derivative Securities beneficially owned directly or     1. Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)     Saction   3A. Deemed   4.	NUP INC /NY	NeuroMetrix, Inc. [NURO]   Director Officer (give title below)	NUP INC /NY/ NeuroMetrix, Inc. [NURO]  (Middle) (Niddle) (Niddle) (North/Day/Year) (A) (A) (A) (A) (B) (A) (Check all application of Director Officer (give title below)  (Coffeer (give title below)  (A) (A) (B) (A) (B) (Coffeer (give title below)  (A) (A) (B) (A) (B) (B) (B) (Coffeer (give title below)  (A) (B) (B) (Coffeer (give title below)  (Green	NeuroMetrix, Inc. [NURO]   Check all applicable

Post diag Company Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
HARRIS & HARRIS GROUP INC /NY/ 111 WEST 57TH STREET SUITE 1100 NEW YORK, NY 10019		X					

# **Signatures**

Helene B. Shavin	07/29/2004
**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) Upon closing of the issuer's initial public offering, Harris & Harris Group's 4,550,283 shares of Preferred Stock was automatically converted into 1,137,570 shares of Common Stock.

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.