

NeuroMetrix, Inc.
Form 3
February 06, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Integral Capital Management VII, LLC			(Month/Day/Year)	NeuroMetrix, Inc. [NURO]
(Last)	(First)	(Middle)		
3000 SAND HILL ROAD,Â BLDG 3, STE 240			(Check all applicable)	
(Street)			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			____ Director	__X__ 10% Owner
			____ Officer	____ Other
			(give title below)	(specify below)
MENLO PARK,Â CAÂ 94025			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	__X__ Form filed by One Reporting Person	
			____ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	952,000 ⁽¹⁾	I ⁽¹⁾	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Integral Capital Management VII, LLC 3000 SAND HILL ROAD BLDG 3, STE 240 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Pamela K. Hagenah, Manager	01/31/2008
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__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 952,000 shares which are directly held by Integral Capital Partners VII, L.P. ("Integral VII"). The Reporting Person is the general partner (1) of Integral VII. The Reporting Person disclaims beneficial ownership of the shares held directly by Integral VII except to the extent of its pecuniary interest in its distributive share thereof.

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.