

NEUROLOGIX INC/DE
Form 4
March 19, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no 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, 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. Name and Address of Reporting Person *
DAIMLERCHRYSLER CORP
MASTER RETIREMENT TRUST

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUROLOGIX INC/DE [NRGX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X_ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/19/2007		J	175,000 A \$ 0 (1)	175,000	D	

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

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SEC 1474 (9-02)

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Series C Preferred Stock	(2)	11/19/2007		H(2)	175,349	(3) (4)	Common Stock 3,447
Series C Preferred Stock	(2)	11/19/2007		P(2)	175,349	(3) (4)	Common Stock 3,764

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			X	

Signatures

By: Steve Sovany 03/12/2008

**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) Acquired as consideration for granting consent to Issuer's amendment to the terms of the Series C Preferred Stock (the "Series C Stock").
- (2) Cancellation of old Series C Stock and the issuance of new Series C Stock upon Issuer's amendment to the terms of such stock so that each share of Series C Stock is convertible at the option of the holder into approximately 21.47 shares of Common Stock. Prior to such amendment, each share of Series C Stock had been convertible into approximately 19.66 shares of Common Stock.
- (3) Currently exercisable at the option of the holder.
- (4) 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 upon 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.
- (5) Calculated based on the pre-amendment terms of one share of Series C Stock converting into approximately 19.66 shares of Common Stock.
- (6) Calculated based on the current terms of one share of Series C Stock converting into approximately 21.47 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.

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