PROMED PARTNERS II LP Form 144 October 04, 2007

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

#### **FORM 144**

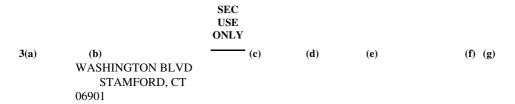
# NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

**ATTENTION:** Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) SEC FILE NO. NEUROLOGIX, INC 06-1582875 STREET CITY 1(d) ADDRESS OF ISSUER STATE ZIP CODE (e) TELEPHONE NUMBER (with area code) ONE BRIDGE PLAZA FORT LEE 07024 (201)592-6451 NJ (b) IRS (c) RELATIONSHIP (d) ADDRESS 2(a) NAME OF CITY STATE ZIP PERSON FOR IDENT. NO. TO STREET CODE WHOSE **ISSUER** ACCOUNT THE SECURITIES ARE TO BE SOLD 237 PARK AVE NEW **PROMED** PARTNERS II, L.P. **OTHER** 9TH FL YORK NY 10017 INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS Identification Number and the SEC File Number.

SEC USE ONLY 3(a) **(b)** (e) (f) (g) Approxima me of Title Of The Name and Address Of Eadbroker-Deal@nmber Of Aggregate Number of Class Of **Broker Through** File Shares Or Market **Shares** Date of Each Securities Whom The Securities Are to Number Other Value Or Other Units Sale Securities To Be Sold Be Offered Or Units to be (See Instr. Outstanding (See Exchange Each Market Maker Who Is Sold (See Instr. 3(e)) Instr. (See Instr. 3(d)3(f)) 3(g)Acquiring (See Instr. (Mo. The Securities 3(c)) Day Yr.) OTC **COMMON UBS** 8,907 \$9,709 26,812,378 SECURITIES, LLC **STOCK** BB 677

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#### **INSTRUCTIONS:**

- 1. (a) Name of Issuer.
  - (b) Issuer's IRS Identification Number.
  - (c) Issuer's SEC file number, if any.
  - (d) Issuer's address, including zip code.
  - (e) Issuer's telephone number, including
- 2. (a) area code.
  - (b) Name of person for whose account the
  - (c) securities are to be sold. Such person's IRS identification
  - (d) number, if such person is an entity.

    Such person's relationship to the issuer,
    (e.g., officer, director, 10%
    stockholder,
    or member of immediate family of any
    of the foregoing.
    - Such person's address, including zip code.

- 3. (a) Title of the class of securities to be
  - (b) sold.
  - Name and address of each broker
  - (c) through whom the securities are intended to be sold.
  - (d) Number of shares or other units to be sold (if dept securities, give the
  - (e) aggregate face amount.Aggregate Market value of the securities to be sold as of a specified
  - (f) date within 10 days prior to the filing
  - (g) of this notice.

Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent

report or statement published bye the issuer.

Approximate date on which the securities are to be sold.

Name of each securities exchange, if any, on which the securities are intended to be sold.

## TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefore:

			Name of		
			Person		
			From		
			Whom		
			Acquired		
			(If		
			Gift,		
			Also		
			Give		
		Nature Of	Date Amount Of		
Title Of	Date You	Acquisition	<b>Donor Securities</b>	Date Of	Nature Of
The Class	Acquired	Transaction	Acquired) Acquired	Payment	Payment

Title Of The Class	Date You Acquired	Nature Of Acquisition Transaction	Name of Person From Whom Acquired (If Gift, Also Give Date Amount Of Donor Securities Acquired) Acquired		Date Of Payment	Nature Of Payment	
SERIES C CONVERTIBLE	5/11/06	DIRECT	upor o	440	5/11/06	CASH	
PREFERRED	6/7/06	INVESTMENTE INTEREST PMT	UROLOG INC.	31X, 2	N/A	N/A	
COMMON STOCK	9/8/06	"	"	11	N/A	N/A	
	10/3/06	CONVERSION OF PREFERRED	F N/A	8,907	N/A	N/A	

If the securities were purchased and full payment therefor was **INSTRUCTIONS**: 1. not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

STOCK

- If within two years after the
- 2. acquisition of the

securities the person for whose

account they

are to be sold had any short

positions, put or

other option to dispose of

securities referred

to in paragraph (d) (3) of Rule

144, furnish

full information with respect

thereto.

## TABLE II - SECURITIES SOLD DURING THE PAST THREE MONTHS

Furnish the following information as to all securities of the issuer sold during the past three months by the person for whose account the securities are to be sold.

Name and Address of	Title of Securities		Amount Of		
Seller	Sold	Date of Sale	Securities Sold	<b>Gross Proceeds</b>	

#### **REMARKS:**

#### **INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of The person for whose account the securities to Rule 144. Information

account the securities

are to be sold but also as to all other persons included in that definition.

In addition, information shall be given as to sales securities to be sold which has not been publicly by all persons whose

sales are required by paragraph (e) of Rule 144 to be aggregated with

sales for the account of the person filing this notice.

#### ATTENTION:

which this notice relates are to be sold is to be given not only as to the person for whose hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the disclosed.

10/02/2007	/s/ David B. Musket
(Date of Notice)	(Signature)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: International misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C.