#### **NEUROLOGIX INC/DE**

Form 4

September 11, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* DAIMLERCHRYSLER CORP MASTER RETIREMENT TRUST

2. Issuer Name and Ticker or Trading Symbol

NEUROLOGIX INC/DE [NRGX]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/01/2007

(Check all applicable)

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

STATE STREET BANK AND TRUST COMPANY, 225 LIBERTY STREET; 24TH FLOOR

(Street)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10281

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

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

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Price Underlying Securities Deriv

#### Edgar Filing: NEUROLOGIX INC/DE - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series C Preferred Stock	<u>(1)</u>	09/01/2007		<u>J(2)</u>	5,437		<u>(1)</u>	(3)	Common Stock	5,437	<u>(2</u>

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAIMLERCHRYSLER CORP MASTER RETIREMENT TRUST STATE STREET BANK AND TRUST COMPANY 225 LIBERTY STREET; 24TH FLOOR NEW YORK, NY 10281

X

## **Signatures**

Steve Sovany 09/01/2007

\*\*Signature of 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) Each Share of Series C Preferred Stock (the "Series C Stock") is currently convertible at the option of the holder into approximately 19.66 shares of Common Stock.
- (2) Acquired as a quarterly dividend on shares of Series C Stock.

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 prior to the closing of an underwritten public offering of Issuer's Common

(3) Stock at a price of a 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.

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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