

NEUROLOGIX INC/DE
Form 4/A
March 19, 2008

FORM 4

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

OMB APPROVAL

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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)
12/03/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
12/20/2007

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. P |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|--------------------------|--|----------------------|-----------------|--|------------------|------------------|--------------|---------|-----|
| Series C Preferred Stock | (1) | 12/03/2007 | J(2) | 5,542 | (1) | (3) | Common Stock | 118,986 | (4) |

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) Each share of Series C Preferred Stock (the "Series C Stock") is currently convertible at the option of the holder into approximately 21.47 shares of Common Stock. The Form 4 filed on 12/20/2007 incorrectly reported each share of Series C stock as converting into approximately 19.66 shares of Common Stock.
 - (2) Acquired as a quarterly dividend on shares of Series C Stock.
 - (3) Each share of Series C Stock shall automatically be converted into shares of Common Stock upon (i) the approval of 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 a stock split, recapitalization, reclassification or similar event) and that results in gross proceeds of at least \$50 million.
 - (4) The Form 4 filed on 12/20/2007 incorrectly reported the number of shares of Common Stock underlying the dividend of 5,542 shares of Series C Stock. The number shown above is calculated based on each share of Series C Stock converting into approximately 21.47 shares of Common Stock.

Remarks:

This Form 4 Amendment is being filed to correct the terms on which the Series C Preferred Stock converts to 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.