Sapan Christine Form 4 May 13, 2010

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Form 4 or

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 * Sapan Christine

2. Issuer Name and Ticker or Trading

Symbol

NEUROLOGIX INC/DE

[NRGX.OB]

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

10% Owner

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

3. Date of Earliest Transaction X_ Officer (give title Other (specify (Month/Day/Year)

below) below) C/O NEUROLOGIX, INC., ONE 05/11/2010 EXECUTIVE VICE-PRESIDENT, CDO

BRIDGE PLAZA

(First)

(Street)

(Middle)

FORT LEE, NJ 07024

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4) (Instr. 4) Following

> Reported (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 6. Date Exercisable and 7. Title and Amount of 1. Title of 5. Number of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Conversion

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(Instr. 3)	Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	i ear)	(Instr. 3 and 4	+)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Options to acquire Common	\$ 0.65	05/11/2010		A	110,000		<u>(1)</u>	05/11/2020	Common Stock	110,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sapan Christine

Stock

C/O NEUROLOGIX, INC. ONE BRIDGE PLAZA

EXECUTIVE VICE-PRESIDENT, CDO

Signatures

FORT LEE, NJ 07024

/s/ Marc L. Panoff, Attorney-in-Fact 05/12/2010

**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) One-third of these options are exercisable on each of May 11, 2010, May 11, 2011 and May 11, 2012.
- (2) Options were acquired in connection with the reporting person's service as an officer of Neurologix, Inc.

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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