NEUROLOGIX INC/DE

Form 4

October 07, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON CLARK A

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol NEUROLOGIX INC/DE

(Check all applicable)

5. Relationship of Reporting Person(s) to

[NRGX.OB]

(Month/Day/Year)

10/06/2005

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O NEUROLOGIX, INC., ONE

(Street)

(State)

(Middle)

(Zip)

BRIDGE PLAZA

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

FORT LEE, NJ 07024

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

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

Securities Beneficially (D) or Owned Following Reported

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

(A)

Code V Price (D) Amount

Common 10/06/2005 Stock

X 10,000

450,508

Transaction(s) (Instr. 3 and 4)

D

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

(Month/Day/Year)

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)

Edgar Filing: NEUROLOGIX INC/DE - Form 4

| 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. Transactic Code (Instr. 8) | 5. Number of or 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) | |
|---|---|---|---|--|--|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to Acquire Common Stock | \$ 1.5 | 10/06/2005 | | X | | 10,000 | 03/23/2005 | 03/23/2014 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| r | Director | 10% Owner | Officer | Other | | | |
| JOHNSON CLARK A C/O NEUROLOGIX, INC. ONE BRIDGE PLAZA FORT LEE, NJ 07024 | X | | | | | | |

Signatures

/s/ Clark
Johnson 10/07/2005

**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) Options to acquire common stock were received by Mr. Johnson in connection with his services as a director of Neurologix, Inc.
 - Following the exercise of options on October 6, 2005, Mr. Johnson holds options to acquire 10,000 shares of common stock of Neurologix, Inc. at an exercise price of \$1.50 per share, which become exercisable on March 23, 2006 and expire on March 23, 2014. Mr.
- (2) Johnson also holds options to acquire 30,000 shares of such common stock at an exercise price of \$1.94 per share, all of which expire on May 16, 2015. 10,000 of such options became exercisable on May 16, 2005 and 10,000 will become exercisable on each of May 16, 2006 and May 16, 2007.

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.

Reporting Owners 2