

NEUROLOGIX INC/DE  
Form 5  
January 24, 2007

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
DAIMLERCHRYSLER CORP  
MASTER RETIREMENT TRUST  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
NEUROLOGIX INC/DE [NRGX]  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2006

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O STATE STREET  
CORPORATION, 225 LIBERTY  
STREET, 24TH FLOOR  
(Street)

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

6. Individual or Joint/Group Reporting  
(check applicable line)

NEW YORK, NY 10281  
(City) (State) (Zip)

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)<br>(A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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SEC 2270 (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 | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)      | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities (Month/Day/Year) |                    | (Instr. 3 and 4)     |                  | Title | Amount or Number of Shares |           |
|--------------------------|--|----------------------|-----------------|-----------------------------|--------------------|----------------------|------------------|-------|----------------------------|-----------|
|                          |  |                      |                 | Acquired (A)                | or Disposed of (D) | (Instr. 3, 4, and 5) | (Instr. 3 and 4) |       |                            |           |
|                          |  |                      |                 | (A)                         | (D)                | Date Exercisable     | Expiration Date  |       |                            |           |
| Series C Preferred Stock | Â  | 06/01/2006           | Â               | J4 (2)                      | 751                | Â                    | Â (1)            | Â (3) | Common Stock               | 14,764.66 |
| Series C Preferred Stock | Â  | 09/01/2006           | Â               | J4 (2)                      | 3,886              | Â                    | Â (1)            | Â (3) | Common Stock               | 76,398.76 |
| Series C Preferred Stock | Â  | 12/01/2006           | Â               | J4 (2)                      | 5,907              | Â                    | Â (1)            | Â (3) | Common Stock               | 116,132   |

## 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

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## Signatures

Steve Sovany, State Street Bank and Trust Company, directed trustee

01/24/2007

\*\*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 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 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 Stock at a price of at 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 provided 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.