

NEUROLOGIX INC/DE
Form 3
May 18, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â TRUSTEES OF GENERAL ELECTRIC PENSION TRUST			(Month/Day/Year)		NEUROLOGIX INC/DE [NRGX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
3001 SUMMER STREET			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)	
(Street)			___ Director		___ Form filed by One Reporting Person	
STAMFORD,Â CTÂ 06905			___ Officer		___ Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	(give title below)		(specify below)	
			___ 10% Owner			
			___ Other			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series C Preferred Stock	Â (1)	Â (2)	Common Stock	2,808,568	\$ (1)	D (4)	Â
Warrants	Â (3)	05/10/2013	Common Stock	926,966	\$ 2.05	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUSTEES OF GENERAL ELECTRIC PENSION TRUST 3001 SUMMER STREET STAMFORD,Â CTÂ 06905	Â	Â X	Â	Â
G E ASSET MANAGEMENT INC Â	Â	Â X	Â	Â

Signatures

/s/ Michael M. Pastore, VP of GE Asset Management Incorporated, as Investment Manager of General Electric Pension Trust 05/18/2006

__Signature of Reporting Person Date

/s/ Michael M. Pastore, VP of GE Asset Management Incorporated 05/18/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 19.66 shares of Common 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 upon to the closing of an underwritten public offering of Issuer's Common
- (2) 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.
- (3) Warrants are currently exercisable at the option of the holder.
- (4) Consists of shares held directly by General Electric Pension Trust ("GEPT"). GE Asset Management Incorporated ("GEAM") is the investment manager of GEPT. GEAM shares voting and dispositive power over the securities owned by GEPT and may be deemed to be the beneficial owner of the securities of GEPT for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. GEAM has no pecuniary interest in the securities owned by GEPT and reports no securities owned.

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.