

NEUROLOGIX INC/DE
Form 3
May 22, 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 DAIMLERCHRYSLER			(Month/Day/Year)	NEUROLOGIX INC/DE [NRGX]	
CORP MASTER RETIREMENT TRUST			05/10/2006		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
C/O STATE STREET CORPORATION,Â 225 LIBERTY STREET, 24TH FLOOR			(Check all applicable)		
(Street)			___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (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
NEW YORK,Â NYÂ 10281					
(City)	(State)	(Zip)			

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)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series C Preferred Stock	Â (1)	Â (2)	Common Stock	2,808,569	\$ (1)	D	Â
Warrants	Â (3)	05/10/2013	Common Stock	926,966	\$ 2.05	D	Â

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	Â	Â X	Â	Â

Signatures

Steve W. Sovany, VP, State Street Bank and Trust Company, directed trustee

05/22/2006

__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 approximately 19.66 shares of Common Stock.
- (2) 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 Preferred Stock or (ii) immediately prior to the closing of a 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.
- (3) Warrants are currently exercisable at the option of the holder.

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.