

KAPLITT MARTIN J DR
Form 5
February 11, 2011

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 *
KAPLITT MARTIN J DR

2. Issuer Name and Ticker or Trading Symbol
NEUROLOGIX INC/DE
[NRGX:OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NEUROLOGIX, INC., ONE
BRIDGE PLAZA

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FORT LEE, NJ 07024

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 07/14/2009 | Â | G5 | Amount (1) 120,000 (D) Price \$ 0 | 2,195,610 (2) | I | By trust (3) |
| Common Stock | 07/14/2009 | Â | G5 | 40,000 A \$ 0 | 40,000 (2) | I | By irrevocable gift trust (4) |
| Common Stock | 07/14/2009 | Â | G5 | 40,000 A \$ 0 | 40,000 (2) | I | By self as UGMA custodian |

| | | | | | | | | | |
|--------------|------------|---|----|-----------------------|---|------|------------------------|---|--|
| Common Stock | 07/14/2009 | Â | G5 | 40,000 | A | \$ 0 | 40,000 ⁽²⁾ | I | for immediate family member By self as UGMA custodian for immediate family member |
| Common Stock | Â | Â | Â | Â | Â | Â | 103,291 ⁽²⁾ | D | Â |
| Common Stock | 04/29/2010 | Â | G | 90,000 ⁽⁵⁾ | D | \$ 0 | 2,105,610 | I | By trust ⁽³⁾ |
| Common Stock | 04/29/2010 | Â | G | 30,000 | A | \$ 0 | 70,000 | I | By irrevocable gift trust ⁽⁴⁾ |
| Common Stock | 04/29/2010 | Â | G | 30,000 | A | \$ 0 | 70,000 | I | By self as UGMA custodian for immediate family member |
| Common Stock | 04/29/2010 | Â | G | 30,000 | A | \$ 0 | 70,000 | I | By self as UGMA custodian for immediate family member |
| Common Stock | Â | Â | Â | Â | Â | Â | 103,291 | D | Â |

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

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.

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of of D Se B O |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----|-----|---------------------|--------------------|-------|--|
|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAPLITT MARTIN J DR C/O NEUROLOGIX, INC. ONE BRIDGE PLAZA FORT LEE, NJ 07024 | X | ^ | ^ | ^ |

Signatures

/s/ Martin J.
Kaplitt

02/04/2011

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).

Of the shares gifted by the reporting person on July 14, 2009, 40,000 were gifted to an irrevocable gift trust for the benefit of an immediate family member of the reporting person, 40,000 were gifted to a custodial account for the benefit of an immediate family member of the reporting person under the Uniform Gifts to Minors Act and 40,000 were gifted to a custodial account for the benefit of another immediate family member of the reporting person under the Uniform Gifts to Minors Act. The reporting person is a trustee of the irrevocable gift trust and the custodian for each of the custodial accounts.

(1) As of December 31, 2009.

(2) Shares held in a family trust of which the reporting person and his wife are the sole trustees and the reporting person is the sole beneficiary.

(3) Shares held in an irrevocable gift trust of which the reporting person is a trustee and an immediate family member of the reporting person is the sole beneficiary.

Of the shares gifted by the reporting person on April 29, 2010, 30,000 were gifted to an irrevocable gift trust for the benefit of an immediate family member of the reporting person, 30,000 were gifted to a custodial account for the benefit of an immediate family member of the reporting person under the Uniform Gifts to Minors Act and 30,000 were gifted to a custodial account for the benefit of another immediate family member of the reporting person under the Uniform Gifts to Minors Act. The reporting person is a trustee of the irrevocable gift trust and the custodian for each of the custodial accounts.

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.