

NEUROLOGIX INC/DE
Form 3
November 28, 2007

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 Corriente Advisors, LLC | | (Month/Day/Year) | NEUROLOGIX INC/DE [NRGX.OB] | |
| (Last) | (First) | (Middle) | 11/19/2007 | |
| 201 MAIN STREET,Â SUITE 1800 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| FORT WORTH,Â TXÂ 76102 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (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) |
|------------------------------------|--|---|--|

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 (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 D Convertible Preferred Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 11/19/2007 | Â <u>(4)</u> | Common Stock | 8,620,681 | \$ <u>(4)</u> | I | See Footnote <u>(5)</u> |
| Warrant (right to buy) <u>(1)</u> <u>(2)</u> <u>(3)</u> | 11/19/2007 | 11/19/2014 | Common Stock | 2,155,172 | \$ <u>(6)</u> | I | See Footnote <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Corriente Advisors, LLC 201 MAIN STREET SUITE 1800 FORT WORTH, TX 76102 | Â | Â X | Â | Â |
| Hart Mark L III 201 MAIN STREET SUITE 1800 FORT WORTH, TX 76102 | Â | Â X | Â | Â |

Signatures

Corriente Advisors, LLC By: /s/ James E. Haddaway, Title: Chief Financial Officer and Chief Operating Officer

11/28/2007

__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).

This statement is jointly filed by and on behalf of each of Corriente Advisors, LLC and Mark L. Hart III. Corriente Advisors acts as an investment adviser to, and manages investment and trading accounts of, other persons. Corriente Advisors may be deemed, through (1) investment advisory contracts or otherwise, to beneficially own securities owned by other persons. Mr. Hart is the Chairman and Chief Executive Officer of Corriente Advisors and may be deemed to control Corriente Advisors and beneficially own securities owned by Corriente Advisors.

(2) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

(3) Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any syndicate or group with respect to the issuer or any securities of the issuer.

(4) Each share of Series D Convertible Preferred Stock has no expiration date and is generally convertible at the option of the holder of such share at any time into a number of shares of common stock of the issuer equal to (i) the original purchase price for such share, subject to adjustment, divided by (ii) the conversion price for such share, subject to adjustment. As of November 19, 2007, the original purchase price and conversion price for each share of Series D Convertible Preferred Stock was \$35.00 and \$1.16, respectively.

(5) Represents securities held by or for the account or benefit of other persons or accounts advised or managed by Corriente Advisors.

(6)

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The warrant is generally exercisable at the option of the holder of the warrant at any time prior to November 19, 2014 for 2,155,172 shares of common stock of the issuer, subject to adjustment, at an exercise price per share equal to \$1.39, subject to adjustment.

Â

Remarks:

ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information

ExhibitÂ 99.2Â -Â JointÂ FilingÂ Agreement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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