PANOFF MARC L Form 3 January 25, 2006

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 *

PANOFF MARC L

(Last)

(First)

Statement

(Month/Day/Year)

01/23/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

NEUROLOGIX INC/DE [NRGX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O NEUROLOGIX,

INC., ONE BRIDGE PLAZA

(Street)

(Check all applicable)

Director _X__ Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

CFO & Chief Accounting Officer Person

Form filed by More than One

Reporting Person

FORT LEE, NJÂ 07024

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

(Middle)

2. Amount of Securities

(Instr. 4)

Beneficially Owned

Table I - Non-Derivative Securities Beneficially Owned

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)

(Instr. 4)

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 Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of

Shares

Derivative Security

Security: Direct (D) or Indirect (I)

1

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PANOFF MARC L

C/O NEUROLOGIX, INC.
ONE BRIDGE PLAZA
FORT LEE, NJÂ 07024

Relationships

Other

Signatures

s/s Marc L.
Panoff

**Signature of Reporting Person

O1/25/2006

Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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.

Reporting Owners 2