

NEUROLOGIX INC/DE
Form SC 13G/A
February 18, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Neurologix, Inc.
(Name of Issuer)
Common Stock, par value \$0.001 per share
(Title of Class of Securities)
64125U109
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64125U109

NAMES OF REPORTING PERSONS:

Chrysler LLC Master Retirement Trust, as direct beneficial owner and Investment Committee

1.

I.R.S. Identification Nos. of above persons (entities only):

13-3112458

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4.

Michigan

SOLE VOTING POWER:

5.

NUMBER OF

SHARED VOTING POWER:

6.

SHARES
BENEFICIALLY
OWNED BY

5,058,956*

SOLE DISPOSITIVE POWER:

7.

EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER:

8.

WITH:

5,058,956*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

5,058,956*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

15.5%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

EP

*Assuming conversion of 180,891 shares of Series C Convertible Preferred Stock into 3,956,990 of Common Stock and the exercise of 926,966 Warrants to purchase 926,966 shares of Common Stock.

Item 1 (a) Name of Issuer: Neurologix, Inc. (the Company)

(b) Address of Issuer's Principal Executive Offices:

One Bridge Plaza
Fort Lee, New Jersey 07024

Item 2 (a) Names of Persons Filing:

Chrysler LLC Master Retirement Trust, as direct beneficial owner of the Company's securities (the Trust) and the Investment Committee (the Committee)

(b) Address of Principal Business Office or, if none, Residence:

For the Trust:

c/o State Street Corporation
Institutional Investor Services
Two World Financial Center
225 Liberty Street, 24th Floor
New York, NY 10281

For the Manager:

1000 Chrysler Drive
Auburn Hills, MI 48326

(c) Citizenship: U.S.A.

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (Common Stock).

(e) CUSIP Number:

Common Stock: 64125U109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) o An investment adviser in accordance with §240.13d- 1(b)(1)(ii)(E);

(f) p An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The Trust is the direct beneficial owner, and the Investment Committee is the indirect beneficial owner, of 175,000 shares of Common Stock, 180,891 shares of Series C Convertible Preferred Stock (the Series C Stock) and 926,966 Warrants (the Warrants) to purchase Common Stock. Each share of Series C Stock is currently convertible, at the option of the holder, into approximately 21.875 shares of Common Stock and each Warrant is currently exercisable to purchase shares of Common Stock at an exercise price of \$1.76 share.

- (a) Amount beneficially owned: 5,058,956*
- (b) Percent of class: 15.5%
- (c) Number of shares as to which each person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 5,058,956*
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 5,058,956*

* Assuming (i) conversion of the Series C Stock into 3,956,990 shares of Common Stock and (ii) exercise of the Warrants to purchase 926,966 shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

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Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 18, 2009

CHRYSLER LLC MASTER RETIREMENT
TRUST

By: STATE STREET BANK AND TRUST
COMPANY, as Directed Trustee

By: /s/ Steve Sovany
Name: Steve Sovany
Title: Vice President

CHRYSLER LLC MASTER RETIREMENT
TRUST Investment Committee

By: /s/ Robert L. Watson
Name: Robert L. Watson
Title: Senior Manager, Investment
Manager/Savings Plans

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