

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mills William C. III</u>  (Last) (First) (Middle) 626 SCHOOL STREET  (Street) CARLISLE MA 01741  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2004	3. Issuer Name and Ticker or Trading Symbol <u>Stereotaxis, Inc. [ STXS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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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**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	11/01/2002	11/01/2010	Common Stock	6,944	0.79	D	
Stock Option (right to buy)	03/25/2003	03/25/2012	Common Stock	8,333	4.75	D	
Stock Option (right to buy)	09/25/2003	09/25/2012	Common Stock	6,250	5.94	D	
Stock Option (right to buy)	09/23/2004	09/23/2013	Common Stock	6,250	5.94	D	
Stock Option (right to buy)	05/26/2005	05/26/2014	Common Stock	6,250	7.02	D	
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	640	(2)	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	3,200	(2)	I	Advent Partners Limited Partnership <sup>(3)</sup>
Series D-1 Convertible Preferred Stock	(1)	(1)	Common Stock	192	(2)	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Series D-1 Convertible Preferred Stock	(1)	(1)	Common Stock	960	(2)	I	Advent Partners Limited Partnership <sup>(3)</sup>
Series D-2 Convertible Preferred Stock	(1)	(1)	Common Stock	128	(2)	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Series D-2 Convertible Preferred Stock	(1)	(1)	Common Stock	640	(2)	I	Advent Partners Limited Partnership <sup>(3)</sup>
Series D-1 Common Stock Warrants	11/21/2001	11/21/2006	Common Stock	29	7.81	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D-1 Common Stock Warrants	11/21/2001	11/21/2006	Common Stock	144	7.81	I	Advent Partners Limited Partnership <sup>(3)</sup>
Series D-2 Common Stock Warrants	12/17/2002	12/31/2007	Common Stock	19	7.81	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Series D-2 Common Stock Warrants	12/17/2002	12/31/2007	Common Stock	96	7.81	I	Advent Partners Limited Partnership <sup>(3)</sup>

**Explanation of Responses:**

1. All Series of the Company's Convertible Preferred Stock are convertible upon demand at any time.
2. 1-for-3.6.
3. These shares are indirectly beneficially owned as a limited partner.

/s/ William C. Mills III                      08/04/2004

\*\* Signature of Reporting Person      Date

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

\* 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.

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