FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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l	OMB APPE	ROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Stammer Martin C (Last) (First) (Middle) (Co STEREOTAXIS, INC. 4320 FOREST PARK AVENUE, SUITE 100 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Common Stock 03/27/2014								() -				p								
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Explanation of Responses:

\$4.04

1. Grant of restricted share units. Each restricted share unit represents a right to receive one share of common stock. The restricted share units vest over a four year period in equal installments of 25%, each occurring on the anniversary date of the grant.

03/27/2015⁽²⁾ 03/27/2024

2. The stock appreciation rights vest as follows: (1) 25% vest one year after the date of the grant, and (2) the remaining 75% vest ratably per month over the next three years.

33,000

3. Price is not applicable to acquisitions resulting from grants of stock appreciation rights.

03/27/2014

Remarks:

Appreciation Right

/s/ Karen W. Duros, Attorney-

In-Fact

** Signature of Reporting Person Date

33,000

(3)

33,000

03/31/2014

D

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 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).

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

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 Number.