FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO              | JVAL      |  |  |  |  |
|------------------------|-----------|--|--|--|--|
| OMB Number:            | 3235-0287 |  |  |  |  |
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| hours per response:    | 0.5       |  |  |  |  |

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 an Benfer   |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Stereotaxis, Inc. [STXS] |   |       |                       |   |   |        |  |       | Check all a          |   | ing Pe                        | Person(s) to Issuer<br>10% Owner |   |   |  |  |  |  |  |
|---|---|---|---|-------|-----------------------|---|---|--------|--|-------|----------------------|---|-------------------------------|----------------------------------|---|---|--|--|--|--|--|
| (Last) (First) (Middle) C/O STEREOTAXIS, INC.             |   |   |   |       |                       |   | 3. Date of Earliest Transaction (Month/Day/Year) 07/03/2017 |        |  |       |                      |   |                               |                                  |   | fficer (give title<br>elow)                                 |  | Other (specify below)  |  |  |  |
| 4320 FOREST PARK AVENUE, SUITE 100                        |   |   |   |       |                       |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |        |  |       |                      |   |                               |                                  |   | 6. Individual or Joint/Group Filing (Check Applicable Line) |  |  |  |  |  |
| (Street) ST. LOUIS MO 63108                               |   |   |   |       |                       |   |   |        |  |       |                      |   |                               |                                  | X Form filed by One Reporting Person  Form filed by More than One Reporting  Person |   |  |  |  |  |  |
| (City)  | (St   |   | Zip)  |       | <u> </u>              |   |   |        |  |       |                      |   |                               |                                  |   |   |  |  |  |  |  |
|   |   | Tabl  | e I - Nor   |       |                       | _ |   |        | <del>-</del>   | , Dis | posed o              |   |                               |                                  |   |   |  |  |  |  |  |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da |   |   |   |       |                       |   | Execution Da  |        | Transaction Disp<br>Code (Instr. 5)                            |       | Disposed             | ecurities Acquired (A)<br>posed Of (D) (Instr. 3, 4   |                               |                                  | nd Sec<br>Ben<br>Owi  | mount of<br>urities<br>eficially<br>led Following<br>orted  | For<br>(D)                               | Ownership<br>rm: Direct<br>or Indirect<br>(Instr. 4)                     | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |  |
|   |   |   |   |       |                       |   |   | v      | Amount   | (     | A) or<br>D)          | Pric  | Trai                          | saction(s)<br>r. 3 and 4)        |   |   | (111511.4)                               |  |  |  |  |
| Common  | Stock   | /2017   |   |       |                       |   |   | 30,000 | (1)  | A     | \$                   | 0   | 98,714                        |                                  | D   |   |  |  |  |  |  |
| Common  | Stock   |   |   |       |                       |   |   |        |  |       | 2,700                |   | I                             | Spouse                           |   |   |  |  |  |  |  |
|   |   | Та  |   |       |                       |   |   |        |  |       | osed of,<br>onvertib |   |                               |                                  |   | d   |  |  |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)                                  | 3A. Deemed<br>Execution Date<br>if any<br>(Month/Day/Ye | Date, | Transaction Code (Ins |   |   |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |       |                      | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |                               | str. 3                           | 8. Price of<br>Derivativ<br>Security<br>(Instr. 5)                                  | derivative<br>Securities                                    | Own<br>Forn<br>Direc<br>or In<br>(I) (Ir | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|   |   |   |   |       | Code                  | v | (A)   | (D)    | Date<br>Exercisa   | able  | Expiration<br>Date   | Title   | Amo<br>or<br>Nun<br>of<br>Sha |                                  |   |   |  |  |  |  |  |

## **Explanation of Responses:**

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 immediately upon the date of the grant.

## Remarks:

/s/ Karen Witte Duros, as Attorney-in-Fact for David

07/06/2017

Date

**Benfer** 

\*\* Signature of Reporting Person

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

- $^{\star}$  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.