

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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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. Issuer Name and Ticker or Trading Symbol <u>Stereotaxis, Inc. [STXS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/23/2006		X		144	A	\$7.81	343	I	Advent Partners Limited Partnership ⁽¹⁾
Common Stock	08/23/2006		F		98	D	\$0	245	I	Advent Partners Limited Partnership ⁽¹⁾
Common Stock	08/23/2006		X		29	A	\$7.81	67	I	Advent Partners HLS II Limited Partnership ⁽¹⁾
Common Stock	08/23/2006		F		20	D	\$0	47	I	Advent Partners HLS II Limited Partnership ⁽¹⁾
Common Stock	08/23/2006		X		96	A	\$7.81	341	I	Advent Partners Limited Partnership ⁽¹⁾
Common Stock	08/23/2006		F		65	D	\$0	276	I	Advent Partners Limited Partnership ⁽¹⁾
Common Stock	08/23/2006		X		19	A	\$7.81	66	I	Advent Partners HLS II Limited Partnership ⁽¹⁾
Common Stock	08/23/2006		F		13	D	\$0	53	I	Advent Partners HLS II Limited Partnership ⁽¹⁾
Common Stock								10,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table 1. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of or Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of or Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Series D-1 Common Stock Warrants	\$7.81	08/23/2006		X		144	11/21/2001 11/21/2006	Common Stock 144	(2)	0	I	Advent Partners Limited Partnership ⁽¹⁾
Series D-1 Common Stock Warrants	\$7.81	08/23/2006		X		29	11/21/2001 11/21/2006	Common Stock 29	(2)	0	I	Advent Partners HLS II Limited Partnership ⁽¹⁾
Series D-2 Common Stock Warrants	\$7.81	08/23/2006		X		96	12/17/2002 12/31/2007	Common Stock 96	(2)	0	I	Advent Partners Limited Partnership ⁽¹⁾
Series D-2 Common Stock Warrants	\$7.81	08/23/2006		X		19	12/17/2002 12/31/2007	Common Stock 19	(2)	0	I	Advent Partners HLS II Limited Partnership ⁽¹⁾

Explanation of Responses:

- Mr. Mills resigned from Advent effective July 31, 2004. Accordingly, Mr. Mills no longer has voting or dispositive power with respect to any of the securities held by the Advent entities, and he disclaims beneficial ownership of such securities. Mr. Mills continues to hold an ownership interest in the Advent entities.
- Price is not applicable.

/s/ Robert J. Endicott, Attorney-in-Fact 08/24/2006

** 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 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.