

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	hours per response:
	0.5

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

1. Name and Address of Reporting Person* <u>Alafi Christopher D</u> (Last) (First) (Middle) <u>P.O. BOX 7338</u> (Street) <u>BERKELEY CA 94707</u> (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) <u>05/07/2012</u>	
	4. 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 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	05/10/2012		P		8,674,908	A	(1)	12,666,281	I	Alafi Capital Company LLC
Common Stock								245,933	D	
Common Stock								126,000	I	Christopher Alafi Trust
Common Stock								2,225	I	Alafi Family Foundation
Common Stock								30,000	I	by Mother

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

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)		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 Securities 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrant (right to buy)	\$0.3361	05/10/2012		P		8,674,908		05/10/2012	05/10/2018	Common Stock	8,674,908	(1)	8,674,908	I	Alafi Capital Company LLC
Common Stock Warrant (right to buy)	\$0.3361	05/07/2012 ⁽²⁾		j ⁽³⁾		781,018		05/07/2012	05/07/2017	Common Stock	781,018	\$0	781,018	I	Alafi Capital Company LLC

Explanation of Responses:

- The reported securities are included within 8,674,908 Stereotaxis units purchased by the reporting person for 0.4611 per unit. Each unit consists of one share of common stock, and one warrant to purchase one share of common stock.
- The warrant was issued dated May 7, 2012, subject to closing conditions, which were satisfied on May 11, 2012. Beneficial ownership was acquired on May 11, 2012, upon satisfaction of closing conditions.
- Warrant received in connection with the extension of an unsecured loan commitment between Alafi Capital Company LLC and Issuer.

Remarks:

/s/ Karen W. Duros, Attorney-in-Fact 05/14/2012

** 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.