\Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Estimated average burden
hours per response: 0.5

1. Name and Addres	ss of Reporting Person	*	2. Issuer Name and Ticker or Trading Symbol <u>Stereotaxis, Inc.</u> [STXS]		tionship of Reporting Persc all applicable) Director	on(s) to Issuer 10% Owner	
(Last) 7733 FORSYTH	(First) [BLVD.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/17/2004	-	Officer (give title below)	Other (specify below)	
SUITE 1440 (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Repor		
ST. LOUIS (City)	MO (State)	63105 (Zip)			Form filed by More than Person	One Reporting	

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 A Disposed Of (I	cquired (D) (Instr. 3	A) or 8, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	08/17/2004		С		424,382	A	(2)	431,326	I	Gateway Venture Partners III, L.P.	
Common Stock	08/17/2004		С		100,176	A	(2)	531,502	I	Gateway Venture Partners III, L.P.	
Common Stock	08/17/2004		С		185,185	A	(2)	185,185	I	BOME Investors Inc.	
Common Stock	08/17/2004		С		129,168 ⁽¹⁾	A	(2)	129,168	I	BOME Investors II, L.L.C	
Common Stock	08/17/2004		С		129,168 ⁽¹⁾	A	(2)	129,168	I	BOME Investors III, L.L.C.	
Common Stock	08/17/2004		С		67,204 ⁽¹⁾	A	(2)	196,372	I	BOME Investors III, L.L.C.	
Common Stock	08/17/2004		С		129,168 ⁽¹⁾	A	(2)	129,168	I	Prolog Capital A, L.P.	
Common Stock	08/17/2004		С		87,365 ⁽¹⁾	A	(2)	216,533	I	Prolog Capital A, L.P.	
Common Stock	08/17/2004		С		64,584 ⁽¹⁾	A	(2)	64,584	I	Prolog Capital B, L.P.	
Common Stock	08/17/2004		С		47 , 042 ⁽¹⁾	A	(2)	111,626	I	Prolog Capital B, L.P.	

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)	Derivative Security (Instr. 5)	Reported	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
									Transaction(s) (Instr. 4)		

			Table II - Deri (e.g.	vative , puts	Sec , cal	s, w	arrants,	ired, Disp options, (osed of, exponentials	or Bene le secur _{Title}	icharby O ingan)er of Shares	wned			
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)	Code V (A) (D) 4. 5. Number of Derivative Transaction Derivative Securities Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			vative urities uired (A) isposed of Instr. 3, 4	6. Date Exerc Expiration Date (Month/Day/Y	ate	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)
Series B Convertible								Amount or						Gateway	
Preferred Stock	(2)	08/17/2004		Code	v	(A)	1,527,778 رب	Date ₍₃₎ Exercisable	Expi ₍₃₎ tion Date	Common TiStock	424,382	(2)	0	I	Venture Partners -III, L.P.
Series C Convertible Preferred Stock	(2)	08/17/2004		С			360,634	(3)	(3)	Common Stock	100,176	(2)	0	I	Gateway Venture Partners III, L.P.
Series C Convertible Preferred Stock	(2)	08/17/2004		С			666,668	(3)	(3)	Common Stock	185,185	(2)	0	I	BOME Investors, Inc.
Series D Convertible Preferred Stock	(2)	08/17/2004		С			460,829	(3)	(3)	Common Stock	128,008	(2)	0	I	BOME Investors II, L.L.C.
Series D-1 Convertiblel Preferred Stock	(2)	08/17/2004		С			460,830	(3)	(3)	Common Stock	128,008	(2)	0	I	BOME Investors III, L.L.C.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		С			230,415	(3)	(3)	Common Stock	64,004	(2)	0	I	BOME Investors III, L.L.C.
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		С			460,830	(3)	(3)	Common Stock	128,008	(2)	0	I	Prolog Capital A, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		С			299,540	(3)	(3)	Common Stock	83,205	(2)	0	I	Prolog Capital A, L.P.
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		С			230,415	(3)	(3)	Common Stock	64,004	(2)	0	I	Prolog Capital B, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		С			161,290	(3)	(3)	Common Stock	44,802	(2)	0	I	Prolog Capital B, L.P.

Explanation of Responses:

1. The number of shares of common stock received upon conversion of the reporting person's convertible preferred stock includes additional shares issued as a result of antidilution provisions triggered by the issuer's initial public offering.

2. Price is not applicable to conversion of preferred stock to common stock.

3. All series of the Issuer's Convertible Preferred Stock are convertible into common stock upon demand at any time.

<u>/s/ Gregory A. Johnson</u>

08/18/2004

Date

** Signature of Reporting Person

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.