

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>KIANI JOE E</u> <hr/> (Last) (First) (Middle) <u>C/O STEREOTAXIS, INC.</u> <u>4320 FOREST PARK AVENUE, SUITE 100</u> <hr/> (Street) <u>ST. LOUIS MO 63108</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Stereotaxis, Inc. [STXS]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2016</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	09/29/2016		A		20,000 ⁽¹⁾	A	\$0	20,000	D	

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
Series A Convertible Preferred Stock	\$0.65 ⁽²⁾	09/29/2016		P		4,000		(3)	(3)	Common Stock	6,153,846 ⁽⁴⁾	\$1,000	4,000	I	Joseph Kiani 2007 Dynasty Trust, dated March 20, 2008
Common Stock Warrant (right to buy)	\$0.7 ⁽²⁾	09/29/2016		J ⁽⁵⁾		6,153,846		09/29/2016	09/29/2021	Common Stock	6,153,846 ⁽⁶⁾	\$0	6,153,846	I	Joseph Kiani 2007 Dynasty Trust, dated March 20, 2008

Explanation of Responses:

- 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 period of two (2) years with 50% vesting on the first anniversary of the date of the grant and the remaining 50% vesting on the second anniversary of the date of the grant.
- Initial conversion/exercise price. The conversion/exercise price is subject to adjustment.
- The Series A convertible preferred stock is convertible at the election of the holder at any time and has no expiration date.
- The number of shares is based on the initial conversion price of \$.65. The conversion price is subject to adjustment. For purposes of determining the number of shares of common stock upon conversion, the value of the convertible preferred stock will be increased by the amount of dividends at a rate of 6% per annum, which will be cumulative and accrue daily from the date of issuance on the \$1,000 stated value.
- The warrants were acquired in connection with the purchase of Series A convertible preferred stock.
- The number of shares is based on the initial exercise price of \$.70. The exercise price is subject to adjustment.

Remarks:

/s/ Karen W. Duros, Attorney-in-Fact 10/03/2016

** 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.

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