

OMB APPROVAL	
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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>Walker Melissa</u> (Last) (First) (Middle) <u>C/O STEREOTAXIS, INC.</u> <u>4320 FOREST PARK AVE., SUITE 100</u> (Street) <u>ST. LOUIS MO 63108</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, Reg., Quality & Compl.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2009</u>	
	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			

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
Stock Appreciation Right	\$7.8	09/14/2009		D			17,500	06/16/2006 ⁽¹⁾	06/16/2010	Common Stock	17,500	(2)	0	D	
Stock Appreciation Right	\$4.1	09/14/2009		A		832		09/14/2010	09/28/2010	Common Stock	832	(2)	832	D	
Stock Appreciation Right	\$12.35	09/14/2009		D			20,000	02/23/2007 ⁽¹⁾	02/23/2011	Common Stock	20,000	(3)	0	D	
Stock Appreciation Right	\$4.1	09/14/2009		A		1,227		09/14/2010	02/23/2011	Common Stock	1,227	(3)	1,227	D	

Explanation of Responses:

- The cancelled stock appreciation right vested as follows: (1) 25% vested one year after the date of grant, and (2) the remaining 75% vested ratably per month over the next three years.
- On September 14, 2009, the issuer cancelled, pursuant to the issuer's option exchange program described in the Schedule TO filed by the issuer on August 17, 2009 (the "Option Exchange Program"), the stock appreciation right granted to the reporting person on June 16, 2005. In exchange for such cancelled stock appreciation right the reporting person received a stock appreciation right with respect to 832 shares of common stock, with an exercise price of \$4.10 per share.
- On September 14, 2009, the issuer cancelled, pursuant to the Option Exchange Program, the stock appreciation right granted to the reporting person on February 23, 2006. In exchange for such cancelled stock appreciation right the reporting person received a stock appreciation right with respect to 1,227 shares of common stock, with an exercise price of \$4.10 per share.

/s/ Peggy Stohr, Attorney-in-Fact 09/16/2009

** 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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