

**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>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/17/2004</u>			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		
626 SCHOOL STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CARLISLE MA 017401</u>								
(City) (State) (Zip)								

**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	08/17/2004		P		10,000	A	\$8	10,000	D	
Common Stock	08/17/2004		C		646 <sup>(1)</sup>	A	(2)	646	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Common Stock	08/17/2004		C		194 <sup>(1)</sup>	A	(2)	840	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Common Stock	08/17/2004		C		134 <sup>(1)</sup>	A	(2)	974	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Common Stock	08/17/2004		C		3,220 <sup>(1)</sup>	A	(2)	3,220	I	Advent Partners Limited Partnership <sup>(3)</sup>
Common Stock	08/17/2004		C		966 <sup>(1)</sup>	A	(2)	4,186	I	Advent Partners Limited Partnership <sup>(3)</sup>
Common Stock	08/17/2004		C		662 <sup>(1)</sup>	A	(2)	4,848	I	Advent Partners Limited Partnership <sup>(3)</sup>

**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 D Convertible Preferred Stock	(1)	08/17/2004		C			2,304	(4)	(4)	Common Stock	640	(2)	0	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>

**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				
Series D-1 Convertible Preferred Stock	(1)	08/17/2004		C			691	(4)	(4)	Common Stock	192	(2)	0	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Series D-2 Convertible Preferred Stock	(1)	08/17/2004		C			460	(4)	(4)	Common Stock	128	(2)	0	I	Advent Partners HLS II Limited Partnership <sup>(3)</sup>
Series D Convertible Preferred Stock	(1)	08/17/2004		C			11,520	(4)	(4)	Common Stock	3,200	(2)	0	I	Advent Partners Limited Partnership <sup>(3)</sup>
Series D-1 Convertible Preferred Stock	(1)	08/17/2004		C			2,304	(4)	(4)	Common Stock	960	(2)	0	I	Advent Partners Limited Partnership <sup>(3)</sup>
Series D-2 Convertible Preferred Stock	(1)	08/17/2004		C			2,304	(4)	(4)	Common Stock	640	(2)	0	I	Advent Partners Limited Partnership <sup>(3)</sup>

**Explanation of Responses:**

- 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.
- Price is not applicable to conversion of preferred stock to common stock.
- These shares are indirectly beneficially owned as a limited partner.
- All series of the Issuer's Convertible Preferred Stock are convertible into common stock upon demand at any time.

/s/ William C. Mills III

08/18/2004

\*\* 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.**