

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>Lele Abhijeet J</u> (Last) (First) (Middle) <u>C/O EGS HEALTHCARE</u> <u>105 ROWAYTON AVE., 2ND FLOOR</u> (Street) <u>ROWAYTON CT 06853</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>06/05/2006</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 | | | |
| Common Stock | 06/05/2006 | | X | | 2,400 | A | \$7.81 | 85,819 | I | EGS Private Healthcare Counterpart, L.P. |
| Common Stock | 06/05/2006 | | X | | 16,800 | A | \$7.81 | 600,741 | I | EGS Private Healthcare Partnership, L.P. |
| Common Stock | 06/05/2006 | | X | | 25,201 | A | \$7.81 | 625,942 | I | EGS Private Healthcare Partnership, L.P. |
| Common Stock | 06/05/2006 | | X | | 3,600 | A | \$7.81 | 89,419 | I | EGS Private Healthcare Counterpart, L.P. |
| Common Stock | 06/05/2006 | | F | | 1,855 | D | \$10.11 | 87,564 | I | EGS Private Healthcare Counterpart, L.P. |
| Common Stock | 06/05/2006 | | F | | 12,979 | D | \$10.11 | 612,963 | I | EGS Private Healthcare Partnership, L.P. |
| Common Stock | 06/05/2006 | | F | | 2,782 | D | \$10.11 | 84,782 | I | EGS Private Healthcare Counterpart, L.P. |
| Common Stock | 06/05/2006 | | F | | 19,468 | D | \$10.11 | 593,495 | I | EGS Private Healthcare Partnership, L.P. |
| Common Stock | | | | | | | | 137,924 | I | EGS Private Healthcare Canadian Partners L.P. |
| Common Stock | | | | | | | | 916,586 | I | EGS Private Healthcare Partnership II, L.P. |

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 | | | | | | | | 144,554 | I | EGS Private Healthcare Investors II, L.P. |
| Common Stock | | | | | | | | 10,609 | I | EGS Private Healthcare President's Fund, 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) | | 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 Common Stock Warrant | \$7.81 | 06/05/2006 | | X | | | 2,400 | 11/21/2001 | 11/21/2006 | Common Stock | 2,400 | (1) | 0 | I | EGS Private Healthcare Counterpart, L.P. |
| Series D-1 Common Stock Warrant | \$7.81 | 06/05/2006 | | X | | | 16,800 | 11/21/2001 | 11/21/2006 | Common Stock | 16,800 | (1) | 0 | I | EGS Private Healthcare Partnership, L.P. |
| Series D-2 Common Stock Warrant | \$7.81 | 06/05/2006 | | X | | | 3,600 | 12/17/2002 | 12/31/2007 | Common Stock | 3,600 | (1) | 0 | I | EGS Private Healthcare Counterpart, L.P. |
| Series D-2 Common Stock Warrant | \$7.81 | 06/05/2006 | | X | | | 25,201 | 12/17/2002 | 12/31/2007 | Common Stock | 25,201 | (1) | 0 | I | EGS Private Healthcare Partnership, L.P. |

Explanation of Responses:

1. Price is not applicable.

/s/ Margaret S. Stohr, Attorney-
in-Fact for Abhijeet J. Lele

** Signature of Reporting Person Date 06/07/2006

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.