## 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 Address of Reporting Person* Giffin David			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Stereotaxis, Inc.</u> [ STXS ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) (First) (Middle) C/O STEREOTAXIS, INC. 4320 FOREST PARK AVENUE, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 03/27/2014	X Officer (give title Other (specify below) below) VP, Human Resources			
(Street) ST. LOUIS (City)	MO (State)	63108 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>			

## 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. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	03/27/2014		A		7 <b>,400</b> <sup>(1)</sup>	Α	\$ <mark>0</mark>	57,079	D	

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 6. Date Exercisable and 8. Price of Derivative 3. Transaction 3A. Deemed 5. Number 7. Title and Amount 9. Number of 10. 11. Nature of Securities Underlying Derivative Security derivative Securities Beneficially Conversior Date (Month/Day/Year) Execution Date Transaction of Expiration Date (Month/Day/Year) Ownership of Indirect Security (Instr. 3) Derivative or Exercise Price of Code (Instr. 8) Security (Instr. 5) Form: Direct (D) Beneficial (Month/Dav/Year) Securities Ownership Derivative (Instr. 3 and 4) or Indirect (I) (Instr. 4) Acquired Owned (Instr. 4) Following Reported Security (A) or Disposed of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Expiration Date v (D) Code (A) Exercisable Date Title Shares Stock Commo Appreciation 03/27/2015<sup>(2)</sup> \$4.04 03/27/2014 A 12,700 03/27/2024 12,700 (3) 12,700 D Stock Right

#### Explanation of Responses:

1. 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 four year period in equal installments of 25%, each occuring on the anniversary date of the grant.

2. The stock appreciation rights vest as follows: (1) 25% vest one year after the date of the grant, and (2) the remaining 75% vest ratably per month over the next three years.

3. Price is not applicable to acquisitions resulting from grants of stock appreciation rights

#### **Remarks:**

/s/ Karen W. Duros, Attorneyin-Fact 03/31/2014

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.

Date