SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Giffin David	**Stereotaxis, Inc.** [STXS]	

1. Name and Address of Reporting Person*
Giffin David
(Last) (First) (Middle)
C/O STEREOTAXIS, INC.
4320 FOREST PARK AVENUE, SUITE 100
(Street)
ST. LOUIS MO 63108
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Stereotaxis, Inc. [STXS]
3. Date of Earliest Transaction (Month/Day/Year)
03/27/2014
4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	Director	10% Owner
X	Officer (give title below)	Other (specify below)
	VP, Human Resources	
6. Individual or Joint/Group Filing (Check Applicable Line)		
X	Form filed by One Reporting Person	
	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	03/27/2014		A		7,400[1]	A	$0	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 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				
Stock Appreciation Right	$4.04	03/27/2014		A		12,700		03/27/2015[2]	03/27/2024	Common Stock	12,700	[3]	12,700	D	

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, Attorney-in-Fact   03/31/2014

** Signature of Reporting Person   Date