

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Bruce Douglas Michael</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>Chief Tech./Operations Officer</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	\$12.03	09/14/2009		D			21,100	02/22/2007 <sup>(1)</sup>	02/22/2011	Common Stock	21,100	(2)	0	D	
Stock Appreciation Right	\$4.1	09/14/2009		A		1,410		09/14/2010	02/22/2011	Common Stock	1,410	(2)	1,410	D	
Employee Stock Option (Right to Buy)	\$10.24	09/14/2009		D		25,000		02/07/2008 <sup>(3)</sup>	02/07/2012	Common Stock	25,000	(4)	0	D	
Employee Stock Option (Right to Buy)	\$4.1	09/14/2009		A		7,765		09/14/2010 <sup>(5)</sup>	02/07/2012	Common Stock	7,765	(4)	7,765	D	
Employee Stock Option (Right to Buy)	\$6.86	09/14/2009		D		25,000		02/05/2009 <sup>(6)</sup>	02/05/2013	Common Stock	25,000	(7)	0	D	
Employee Stock Option (Right to Buy)	\$4.1	09/14/2009		A		16,647		09/14/2010 <sup>(8)</sup>	02/05/2013	Common Stock	16,647	(7)	16,647	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 February 22, 2006. In exchange for such cancelled stock appreciation right the reporting person received a stock appreciation right with respect to 1,410 shares of common stock, with an exercise price of \$4.10 per share.
- The cancelled stock option 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 Option Exchange Program, the employee stock option granted to the reporting person on February 7, 2007. In exchange for such cancelled stock option, the reporting person received a stock option to purchase 7,765 shares of common stock at an exercise price of \$4.10 per share.
- The stock option vests as follows: (1) 6,956 shares vest one year after the date of grant, and (2) the remaining 809 shares vest ratably per month over the next 5 months.
- The cancelled stock option vested as follows: 25% vested one year after the date of grant and 2.0833% each month thereafter.
- On September 14, 2009, the issuer cancelled, pursuant to the Option Exchange Program, the employee stock option granted to the reporting person on February 5, 2008. In exchange for such cancelled stock option, the reporting person received a stock options to purchase 16,647 shares of common stock at an exercise price of \$4.10 per share.
- The stock option vests as follows: (1) 10,751 shares vest one year after the date of grant, and (2) the remaining 5,896 shares vest ratably per month over the next 17 months.

/s/ Douglas M. Bruce

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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