

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>Johnson Gregory R</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>03/18/2005</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	
<u>7733 FORSYTH BLVD.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>ST. LOUIS</u>	(State) <u>MO</u>	(Zip) <u>63105</u>				

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	03/18/2005		J ⁽¹⁾		12,576	A	(2)	12,576	D	
Common Stock	03/22/2005		M		8,333	A	\$4.75	8,333	I	Gateway Venture Partners III, L.P. ⁽³⁾
Common Stock	03/22/2005		M		6,250	A	\$5.94	14,583	I	Gateway Venture Partners III, L.P. ⁽³⁾
Common Stock								546,085	I	Gateway Venture Partners III, L.P.
Common Stock								216,533	I	Prolog Capital A, L.P.
Common Stock								111,626	I	Prolog Capital B, 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				
Employee Stock Option (right to buy)	\$4.75	03/22/2005		M			8,333	03/25/2002	03/25/2012	Common Stock	8,333	(2)	0	I ⁽³⁾	Gateway Venture Partners III, L.P. ⁽³⁾
Employee Stock Option (right to buy)	\$5.94	03/22/2005		M			6,250	09/25/2002	09/25/2012	Common Stock	6,250	(2)	0	I ⁽³⁾	Gateway Venture Partners III, L.P. ⁽³⁾

Explanation of Responses:

1. Gateway Venture Partners III, L.P. distributed 265,752 shares of the issuer's common stock in a pro rata distribution to its partners on March 18, 2005. The general partner of Gateway Venture Partners received 62,880 shares of the issuer's common stock in these distributions and in turn distributed such shares in a pro rata distribution to its partners on February 18, 2005. Gregory R. Johnson received 12,576 shares from these distributions.

2. Price is not applicable.

3. The ownership is shown as indirect because the shares will eventually become the property of Gateway Venture Partners III, L.P.

/s/ Gregory R. Johnson

03/22/2005

** 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.