

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

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>08/17/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	08/17/2004		C		42,072 <sup>(1)</sup>	A	(2)	42,072	I	EGS Private Healthcare Counterpart, L.P.
Common Stock	08/17/2004		C		16,146 <sup>(1)</sup>	A	(2)	58,218	I	EGS Private Healthcare Counterpart, L.P.
Common Stock	08/17/2004		C		25,201 <sup>(1)</sup>	A	(2)	83,419	I	EGS Private Healthcare Counterpart, L.P.
Common Stock	08/17/2004		C		294,508 <sup>(1)</sup>	A	(2)	294,508	I	EGS Private Healthcare Partnership, L.P.
Common Stock	08/17/2004		C		113,022 <sup>(1)</sup>	A	(2)	407,530	I	EGS Private Healthcare Partnership, L.P.
Common Stock	08/17/2004		C		176,411 <sup>(1)</sup>	A	(2)	583,941	I	EGS Private Healthcare Partnership, L.P.
Common Stock	08/17/2004		C		76,624 <sup>(1)</sup>	A	(2)	76,624	I	EGS Private Healthcare Canadian Partners, L.P.
Common Stock	08/17/2004		C		61,300 <sup>(1)</sup>	A	(2)	137,924	I	EGS Private Healthcare Canadian Partners L.P.
Common Stock	08/17/2004		C		509,215 <sup>(1)</sup>	A	(2)	509,215	I	EGS Private Healthcare Partnership II, L.P.
Common Stock	08/17/2004		C		407,371 <sup>(1)</sup>	A	(2)	916,586	I	EGS Private Healthcare Partnership II, L.P.

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/17/2004		C		80,308 <sup>(1)</sup>	A	(2)	80,308	I	EGS Private Healthcare Investors II, L.P.
Common Stock	08/17/2004		C		64,246 <sup>(1)</sup>	A	(2)	144,554	I	EGS Private Healthcare Investors II, L.P.
Common Stock	08/17/2004		C		5,894 <sup>(1)</sup>	A	(2)	5,894	I	EGS Private Healthcare President's Fund, L.P.
Common Stock	08/17/2004		C		4,715 <sup>(1)</sup>	A	(2)	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 Convertible Preferred Stock	(2)	08/17/2004		C			150,101	(3)	(3)	Common Stock	41,694	(2)	0	I	EGS Private Healthcare Counterpart, L.P.
Series D Convertible Preferred Stock	(2)	08/17/2004		C			1,050,708	(3)	(3)	Common Stock	291,863	(2)	0	I	EGS Private Healthcare Partnership, L.P.
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		C			57,604	(3)	(3)	Common Stock	16,001	(2)	0	I	EGS Private Healthcare Counterpart, L.P.
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		C			403,226	(3)	(3)	Common Stock	112,007	(2)	0	I	EGS Private Healthcare Partnership, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		C			262,714	(3)	(3)	Common Stock	72,976	(2)	0	I	EGS Private Healthcare Canadian Partners, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		C			86,406	(3)	(3)	Common Stock	24,001	(2)	0	I	EGS Private Healthcare Counterpart, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		C			275,343	(3)	(3)	Common Stock	76,484	(2)	0	I	EGS Private Healthcare Investors, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		C			1,745,882	(3)	(3)	Common Stock	484,967	(2)	0	I	EGS Private Healthcare Partnership II, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		C			604,839	(3)	(3)	Common Stock	168,010	(2)	0	I	EGS Private Healthcare Partnership, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		C			20,209	(3)	(3)	Common Stock	5,613	(2)	0	I	EGS Private Healthcare President's Fund, L.P.
Series E-2 Convertible Preferred Stock	(2)	08/17/2004		C			155,656	(3)	(3)	Common Stock	43,237	(2)	0	I	EGS Private Healthcare Canadian Partners, L.P.
Series E-2 Convertible Preferred Stock	(2)	08/17/2004		C			163,139	(3)	(3)	Common Stock	45,316	(2)	0	I	EGS Private Healthcare Investors II, 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 E-2 Convertible Preferred Stock	(2)	08/17/2004		C			1,034,419	(3)	(3)	Common Stock	287,338	(2)	0	I	EGS Private Healthcare Partnership II, L.P.
Series E-2 Preferred Stock	(2)	08/17/2004		C			11,974	(3)	(3)	Common Stock	3,326	(2)	0	I	EGS Private Healthcare President's Fund, L.P.

**Explanation of Responses:**

1. The number of shares of common stock received upon conversion of the reporting person's convertible preferred stock includes additional shares issued as a result of antidilution provisions triggered by the issuer's initial public offering.
2. Price is not applicable to conversion of preferred stock to common stock.
3. All series of the Issuer's Convertible Preferred Stock are convertible into common stock upon demand at any time.

/s/ Abhijeet J. Lele

08/18/2004

\*\* 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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