

Walker Melissa  
 Form 4  
 September 16, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Walker Melissa

(Last) (First) (Middle)

C/O STEREOTAXIS, INC., 4320  
 FOREST PARK AVE., 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)

09/14/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP, Reg., Quality & Compl.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3)               | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |       |        |                           |                 |              |  |
|--------------------------|------------------------------|------------------|------------|--|-------|--------|---------------------------|-----------------|--------------|--|
|                          |                              |                  | Code       | V  | (A)   | (D)    | Date Exercisable          | Expiration Date | Title        |  |
| Stock Appreciation Right | \$ 7.8                       | 09/14/2009       | D          |  |       | 17,500 | 06/16/2006 <sup>(1)</sup> | 06/16/2010      | Common Stock |  |
| Stock Appreciation Right | \$ 4.1                       | 09/14/2009       | A          |  | 832   |        | 09/14/2010                | 09/28/2010      | Common Stock |  |
| Stock Appreciation Right | \$ 12.35                     | 09/14/2009       | D          |  |       | 20,000 | 02/23/2007 <sup>(1)</sup> | 02/23/2011      | Common Stock |  |
| Stock Appreciation Right | \$ 4.1                       | 09/14/2009       | A          |  | 1,227 |        | 09/14/2010                | 02/23/2011      | Common Stock |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Walker Melissa<br>C/O STEREOTAXIS, INC.<br>4320 FOREST PARK AVE., SUITE 100<br>ST. LOUIS, MO 63108 |               |           | Sr. VP, Reg., Quality & Compl. |       |

## Signatures

/s/ Peggy Stohr, Attorney-in-Fact 09/16/2009

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) 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 June 16, 2005. In exchange for such cancelled stock appreciation right the reporting person received a stock appreciation right with respect to 832 shares of common stock, with an exercise price of \$4.10 per share.
- (2) On September 14, 2009, the issuer cancelled, pursuant to the Option Exchange Program, the stock appreciation right granted to the reporting person on February 23, 2006. In exchange for such cancelled stock appreciation right the reporting person received a stock appreciation right with respect to 1,227 shares of common stock, with an exercise price of \$4.10 per share.

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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