Stereotaxis,	Inc.								
Form 4	20								
June 02, 200						OMB AI	PPROVAL		
FORM	UNITED	STATES SI	ECURITIES ANI Washington, D	OMB Number:	3235-0287				
Check th if no lon subject t Section Form 4 Form 5	ger STATEN o STATEN 16. or		CHANGES IN BE SECURIT	ENEFICIAL OV TES		Expires:January 31 200!Estimated average burden hours per response0.1			
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> PRYSTOWSKY ERIC N			2. Issuer Name and Ti- ymbol tereotaxis, Inc. [S7	-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			Date of Earliest Trans	action	(Chec	ck all applicable	e)		
8333 NAAB ROAD, SUITE 400			/onth/Day/Year) 5/29/2008		X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		If Amendment, Date (led(Month/Day/Year)	Original	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
INDIANAI	POLIS, IN 46260				Form filed by M Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table I - Non-Deri	vative Securities A	cquired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	te, if TransactionAc Code Dis	(A) or	SecuritiesIBeneficially(Owned(Form: Direct D) or Indirect I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	e for each class	of securities beneficia	illy owned directly o	or indirectly.				
				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 control number.					
				1. D'					

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 5.49	05/29/2008	А		15,000		05/29/2009 <u>(1)</u>	05/29/2018	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
PRYSTOWSKY ERIC N 8333 NAAB ROAD SUITE 400 INDIANAPOLIS, IN 46260	Х						
Signatures							
/s/ Peggy Stohr, Attorney-in-Fact	00	5/02/2008					

<u>**</u>Signature of Reporting Person

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 options vest one year from the date of grant or on the date of the next shareholder's meeting, whichever is earlier.

Date

(2) Price is not applicable to acquisitions resulting from grants of stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.