Stereotaxis, Inc. Form 4 December 17, 2008

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

(City)

Stock

1. Name and Address of Reporting Person \* STOLZE JAMES M

(First) (Middle)

C/O STEREOTAXIS, INC., 4320 FOREST PARK AVE., SUITE 100

(Street)

(State)

12/15/2008

ST LOUIS, MO 63108

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Stereotaxis, Inc. [STXS]

3. Date of Earliest Transaction (Month/Day/Year)

12/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) V.P. & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(D) or

Indirect (I)

(Instr. 4)

D

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) any Code (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 25,000 Common

Α

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

73,400

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

(1)

A

<u>(1)</u>

#### Edgar Filing: Stereotaxis, Inc. - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			

STOLZE JAMES M C/O STEREOTAXIS, INC. 4320 FOREST PARK AVE., SUITE 100 ST LOUIS, MO 63108

V.P. & CFO

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# **Signatures**

Reporting Person

/s/ James M.
Stolze

\*\*Signature of 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) Grant to reporting person of 25,000 shares of restricted stock having a fair market value of \$4.20 per share on the date of grant. The shares are subject to forfeiture if certain performance criteria are not achieved over time.

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.

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