Alafi Christopher D Form 4 August 28, 2009

# FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Alafi Christopher D			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Stereotaxis, Inc. [STXS] (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	_X_ Director _X_ 10% Owner			
P.O. BOX 7338			08/26/2009	Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
BERKELEY,	CA 94707			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transact: Code (Instr. 8)	4. Securities Acquired (A) ionor Disposed of (D) (Instr. 3, 4 and 5)  (A) or			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)
Common Stock	08/26/2009		P	30,000	A	\$ 3.4907 (1)	30,000 (2)	I	by Mother
Common Stock							175,136	D	
Common Stock							2,225	I	Alafi Family Foundation
Common Stock							3,891,373	I	Alafi Capital Company LLC

Common Stock 50,000 I Christopher Alafi Trust

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 Derivating Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	<b>.</b>	Date	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)	Date	Expiration		Amount		(Instr
			Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
Alafi Christopher D							
P.O. BOX 7338	X	X					
BERKELEY, CA 94707							

#### **Signatures**

/s/ Margaret S. Stohr, Attorney-in-Fact 08/28/2009

\*\*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).
- The reported price is the weighted average purchase price per share for 7 transactions in which the purchase prices ranged from \$3.48 to (1) \$3.50 per share. The reporting person undertakes to provide full information regarding the number of shares purchased at each separate purchase price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Reporting Owners 2

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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.