

Alafi Christopher D  
Form 4  
May 14, 2012

**FORM 4**

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

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).

**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 \*  
Alafi Christopher D

2. Issuer Name and Ticker or Trading Symbol  
Stereotaxis, Inc. [STXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 7338  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/07/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BERKELEY, CA 94707

(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. 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/10/2012		P		8,674,908	A	Ⓛ	12,666,281	I	Alafi Capital Company LLC
Common Stock								245,933	D	
Common Stock								126,000	I	Christopher Alafi Trust
Common Stock								2,225	I	Alafi Family Foundation
Common								30,000	I	by Mother

Stock

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

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(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 (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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Warrant (right to buy)	\$ 0.3361	05/10/2012		P	8,674,908	05/10/2012	05/10/2018	Common Stock	8,674,908
Common Stock Warrant (right to buy)	\$ 0.3361	05/07/2012 <sup>(2)</sup>		J <sup>(3)</sup>	781,018	05/07/2012	05/07/2017	Common Stock	781,018

## Reporting Owners

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

## Signatures

/s/ Karen W. Duros,  
Attorney-in-Fact

05/14/2012

\_\_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).

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- (1) The reported securities are included within 8,674,908 Stereotaxis units purchased by the reporting person for 0.4611 per unit. Each unit consists of one share of common stock, and one warrant to purchase one share of common stock.
- (2) The warrant was issued dated May 7, 2012, subject to closing conditions, which were satisfied on May 11, 2012. Beneficial ownership was acquired on May 11, 2012, upon satisfaction of closing conditions.
- (3) Warrant received in connection with the extension of an unsecured loan commitment between Alafi Capital Company LLC and Issuer.

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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