

Alafi Christopher D
 Form 4
 November 18, 2008

FORM 4

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

OMB APPROVAL

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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)
 11/17/2008

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

BERKELEY, CA 94707

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

(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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------|
| | | | Code | V | Amount (A) or (D) Price | | | | | |
| Common Stock | 11/17/2008 | | P | | 22,338 <u>(1)</u> | A | \$ 2.6495 <u>(1)</u> | 2,814,168 | I | Alafi Capital Company LLC |
| Common Stock | 11/18/2008 | | P | | 44,075 <u>(2)</u> | A | \$ 3.5569 <u>(2)</u> | 2,858,243 | I | Alafi Capital Company LLC |
| Common Stock | | | | | | | | 175,136 | D | |
| Common Stock | | | | | | | | 2,225 | I | Alafi Family |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ Peggy Stohr,
Attorney-in-Fact
Date: 11/18/2008

**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 reported price is the weighted average purchase price per share for 12 transactions in which the purchase prices ranged from \$2.56 to \$2.69 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 reported price is the weighted average purchase price per share for 46 transactions in which the purchase prices ranged from \$3.17 to \$3.70 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.

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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.
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