

Walker Melissa
Form 4
September 16, 2009

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 *
Walker Melissa

(Last) (First) (Middle)

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

(Street)

ST. LOUIS, MO 63108

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Reg., Quality & Compl.

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V			
Stock Appreciation Right	\$ 7.8	09/14/2009	D		17,500	06/16/2006 ⁽¹⁾	06/16/2010	Common Stock
Stock Appreciation Right	\$ 4.1	09/14/2009	A		832	09/14/2010	09/28/2010	Common Stock
Stock Appreciation Right	\$ 12.35	09/14/2009	D		20,000	02/23/2007 ⁽¹⁾	02/23/2011	Common Stock
Stock Appreciation Right	\$ 4.1	09/14/2009	A		1,227	09/14/2010	02/23/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Melissa C/O STEREOTAXIS, INC. 4320 FOREST PARK AVE., SUITE 100 ST. LOUIS, MO 63108			Sr. VP, Reg., Quality & Compl.	

Signatures

/s/ Peggy Stohr, Attorney-in-Fact 09/16/2009

**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).
- (1) The cancelled stock appreciation right vested as follows: (1) 25% vested one year after the date of grant, and (2) the remaining 75% vested ratably per month over the next three years.
On September 14, 2009, the issuer cancelled, pursuant to the issuer's option exchange program described in the Schedule TO filed by the issuer on August 17, 2009 (the "Option Exchange Program"), the stock appreciation right granted to the reporting person on June 16, 2005. In exchange for such cancelled stock appreciation right the reporting person received a stock appreciation right with respect to 832 shares of common stock, with an exercise price of \$4.10 per share.
- (2) On September 14, 2009, the issuer cancelled, pursuant to the Option Exchange Program, the stock appreciation right granted to the reporting person on February 23, 2006. In exchange for such cancelled stock appreciation right the reporting person received a stock appreciation right with respect to 1,227 shares of common stock, with an exercise price of \$4.10 per share.

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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