

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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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)

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 Ownership (Instr. 4)
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

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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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