

Stereotaxis, Inc.
Form 4
January 07, 2008

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 *
ACHARYA ABHI

(Last) (First) (Middle)
13733 LEXINGTON COURT
(Street)
SARATOGA, CA 95070
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2008

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Stock	01/04/2008		M		15,000	A	9.19 <u>(1)</u>
Common Stock	01/04/2008		M		7,500	A	\$ 7.8
Common Stock	01/04/2008		M		7,500	A	\$ 9.9
Common Stock							11,111
						I	By Trust

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.19 ⁽¹⁾	01/04/2008		M	15,000	02/09/2006 ⁽²⁾	02/06/2015	Common Stock	15,000
Stock Option (right to buy)	\$ 7.8	01/04/2008		M	7,500	06/16/2006 ⁽⁴⁾	06/16/2015	Common Stock	7,500
Stock Option (right to buy)	\$ 9.9	01/04/2008		M	7,500	05/25/2007 ⁽⁴⁾	05/25/2016	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACHARYA ABHI 13733 LEXINGTON COURT SARATOGA, CA 95070		X		

Signatures

/s/ Abhi Acharya 01/07/2008

**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) Stock Option Exercise Price was incorrectly reported as \$9.15 on Form 4 filed on April 27, 2005.
- (2) The options vested over two years as follows: (1) 50% vested one year after the date of grant and (2) the remaining 50% vested in equal monthly installments over the next year.
- (3) Price not applicable to acquisitions or dispositions resulting from grants of stock options.
- (4) The options vested one year from the date of grant or on the date of the next shareholder's meeting, whichever was earlier.

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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