

Stereotaxis, Inc.  
Form 4  
December 08, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 MOSHE

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)  
11/28/2005

\_\_\_\_ 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)  
\_X\_ 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) |       |                 | 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 or Price |                                                                                               |                                                          |                                   |
| Common Stock                    | 12/02/2005                           |                                                    | P                              |                                               | 62    | A \$ 7.08       | 2,210,408                                                                                     | I                                                        | Alafi Capital Company LLC         |
| Common Stock                    | 12/02/2005                           |                                                    | P                              |                                               | 1,247 | A \$ 7.1        | 2,211,655                                                                                     | I                                                        | Alafi Capital Company LLC         |
| Common Stock                    | 12/05/2005                           |                                                    | P                              |                                               | 7,400 | A \$ 7.0593     | 2,219,055                                                                                     | I                                                        | Alafi Capital Company LLC         |

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|              |            |   |        |   |           |           |   |                           |
|--------------|------------|---|--------|---|-----------|-----------|---|---------------------------|
| Common Stock | 12/06/2005 | P | 23,393 | A | \$ 7.2573 | 2,242,448 | I | Alafi Capital Company LLC |
|--------------|------------|---|--------|---|-----------|-----------|---|---------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)                | \$ 6.527                                               | 11/28/2005                           |                                                    | P                              | 153,209                                                                                 | (1) 11/28/2010                                           | Common Stock                                                  | 153,209 |                            |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |         |       |
|----------------------------------------------------|---------------|-----------|---------|-------|
|                                                    | Director      | 10% Owner | Officer | Other |
| ALAFI MOSHE<br>P.O. BOX 7338<br>BERKELEY, CA 94707 |               |           | X       |       |

## Signatures

/s/ Moshe Alafi                      12/08/2005  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Immediately.
- (2) Warrant received as part of Note and Warrant Purchase Agreement between Reporting Person 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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