

Stereotaxis, Inc.
Form 4
October 20, 2006

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 *
Mills William C. III

(Last) (First) (Middle)
626 SCHOOL STREET
(Street)
CARLISLE, MA 01741
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2006

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------|---|----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/18/2006 | | M | | 6,944 | A | \$ 0.78 | 16,944 | D | |
| Common Stock | 10/18/2006 | | M | | 8,333 | A | \$ 4.75 | 25,277 | D | |
| Common Stock | 10/18/2006 | | M | | 6,250 | A | \$ 5.94 | 31,527 | D | |
| Common Stock | 10/18/2006 | | J ⁽³⁾ | | 21,527 ⁽³⁾ | D | <u>(2)</u> | 10,000 | D | |
| Common Stock | 10/18/2006 | | J ⁽³⁾ | | 21,527 ⁽³⁾ | A | <u>(2)</u> | 21,527 | I | Advent International Corporation |

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| | | | | | | | | |
|--------------|------------|---|-----|---|-------|----|---|---------------------------------------------------|
| Common Stock | 10/18/2006 | S | 200 | D | \$ 12 | 76 | I | (1) Advent Partners Limited Partnership |
| Common Stock | 10/18/2006 | S | 40 | D | \$ 12 | 13 | I | (1) Advent Partners HLS II Limited Partnership |
| Common Stock | 10/19/2006 | S | 76 | D | \$ 12 | 0 | I | (1) Advent Partners Limited Partnership |
| Common Stock | 10/19/2006 | S | 13 | D | \$ 12 | 0 | I | (1) Advent Partners HLS II Limited Partnership |

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 0.78 | 10/18/2006 | | M | 6,944 | 11/01/2002 11/01/2010 | Common Stock | 6,944 |

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| | | | | | | | | |
|--------------------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Stock Option (Right to Buy) | \$ 4.75 | 10/18/2006 | M | 8,333 | 03/25/2003 | 03/25/2012 | Common Stock | 8,333 |
| Stock Option (Right to Buy) | \$ 5.94 | 10/18/2006 | M | 6,250 | 09/25/2003 | 09/25/2012 | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mills William C. III 626 SCHOOL STREET CARLISLE, MA 01741 | | X | | |

Signatures

/s/ Robert J. Endicott,
Attorney-in-Fact

10/20/2006

__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).

Mr. Mills resigned from Advent effective July 31, 2004. Accordingly, Mr. Mills no longer has voting or dispositive power with respect to

- (1) any of the securities held by the Advent entities, and he disclaims beneficial ownership of such securities. Mr. Mills continues to hold an ownership interest in the Advent entities.
- (2) Price is not applicable.
- (3) Immediately upon exercise of the stock options detailed on this Form 4 all 21,527 shares of common stock were transferred to Advent International Corporation.

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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