Kaminski Michael P Form 4 June 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ac Kaminski Mi	_	rting Person *	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)	3. Date of Earliest Transaction	(Choth an approach)				
C/O STEREOTAXIS, INC., 4320 FOREST PARK AVENUE, SUITE 100			(Month/Day/Year) 06/15/2010	_X Director 10% Owner Sofficer (give title Other (specify below) President and CEO				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
ST. LOUIS, MO 63108			Filed(Month/Day/Year)	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 Ac	able I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned				

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti r(A) or Dis (D) (Instr. 3, 4	posed	of	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)
Common Stock	06/15/2010		D	41,600	D	\$ 0 (1)	70,357	D	
Common Stock							700	I	by Cynthia B. Kaminski Revocable Trust
Common Stock							3,000	I	Immediate Family Members (2)

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	rlying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Secur	ities	(Instr. 5)	1
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						5 .	.		or		
							Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kaminski Michael P C/O STEREOTAXIS, INC.

4320 FOREST PARK AVENUE, SUITE 100 X President and CEO

ST. LOUIS, MO 63108

Signatures

/s/ Michael P. Kaminski 06/16/2010

**Signature of Reporting Date

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) Shares of restricted stock forfeited upon lack of achievement of certain performance criteria by June 15, 2010.
- (2) The Reporting Person disclaims beneficial ownership of the shares held by these family members, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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