

Stereotaxis, Inc.
Form 4
July 17, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lele Abhijeet J

(Last) (First) (Middle)

C/O EGS HEALTHCARE, 105
ROWAYTON AVE., 2ND FLOOR

(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2006

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	07/13/2006		X		10,946	A	\$ 7.81	148,870	I	EGS Private Healthcare Canadian Partners, L.P.
Common Stock	07/13/2006		X		11,472	A	\$ 7.81	156,026	I	EGS Private Healthcare Investors II, L.P.
Common Stock	07/13/2006		X		72,745	A	\$ 7.81	989,331	I	EGS Private Healthcare Partnership II, L.P.

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Common Stock	07/13/2006	X	841	A	\$ 7.81	11,450	I	EGS Private Healthcare President's Fund, L.P.
Common Stock	07/13/2006	O	8,647	A	\$ 10.55	157,517	I	EGS Private Healthcare Canadian Partners, L.P.
Common Stock	07/13/2006	O	9,063	A	\$ 10.55	165,089	I	EGS Private Healthcare Investors II, L.P.
Common Stock	07/13/2006	O	57,467	A	\$ 10.55	1,046,798	I	EGS Private Healthcare Partnership II, L.P.
Common Stock	07/13/2006	O	665	A	\$ 10.55	12,115	I	EGS Private Healthcare President's Fund, L.P.
Common Stock						84,782	I	EGS Private Healthcare Counterpart, L.P.
Common Stock						593,495	I	EGS Private Healthcare Partnership, L.P.

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

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										of Shares
Series D-2 Common Stock Warrant	\$ 7.81	07/13/2006	X	10,946	01/21/2003	12/31/2007	Common Stock	10,946		
Series D-2 Common Stock Warrant	\$ 7.81	07/13/2006	X	11,472	01/21/2003	12/31/2007	Common Stock	11,472		
Series D-2 Common Stock Warrant	\$ 7.81	07/13/2006	X	72,745	01/21/2003	12/31/2007	Common Stock	72,745		
Series D-2 Common Stock Warrant	\$ 7.81	07/13/2006	X	841	01/21/2003	12/31/2007	Common Stock	841		
Series E-2 Common Stock Warrant	\$ 10.55	07/13/2006	O	8,647	01/28/2004	01/27/2009	Common Stock	8,647		
Series E-2 Common Stock Warrant	\$ 10.55	07/13/2006	O	9,063	01/28/2004	01/27/2009	Common Stock	9,063		
Series E-2 Common Stock Warrant	\$ 10.55	07/13/2006	O	57,467	01/28/2004	01/27/2009	Common Stock	57,467		
Series E-2 Common Stock Warrant	\$ 10.55	07/13/2006	O	665	01/28/2004	01/27/2009	Common Stock	665		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lele Abhijeet J C/O EGS HEALTHCARE 105 ROWAYTON AVE., 2ND FLOOR ROWAYTON, CT 06853	X			

Signatures

/s/ Margaret S. Stohr, Attorney-in-Fact for Abhijeet
J. Lele

07/17/2006

__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).
- (1) Price is not applicable.

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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