

Stereotaxis, Inc.
Form 4
August 24, 2006

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 *
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)
08/23/2006

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	08/23/2006		X		144	A	\$ 7.81	343	I	Advent Partners Limited Partnership (1)
Common Stock	08/23/2006		F		98	D	\$ 0	245	I	Advent Partners Limited Partnership (1)
Common Stock	08/23/2006		X		29	A	\$ 7.81	67	I	Advent Partners

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									HLS II Limited Partnership <u>(1)</u>
Common Stock	08/23/2006		F	20	D	\$ 0	47	I	Advent Partners HLS II Limited Partnership <u>(1)</u>
Common Stock	08/23/2006		X	96	A	\$ 7.81	341	I	Advent Partners Limited Partnership <u>(1)</u>
Common Stock	08/23/2006		F	65	D	\$ 0	276	I	Advent Partners Limited Partnership <u>(1)</u>
Common Stock	08/23/2006		X	19	A	\$ 7.81	66	I	Advent Partners HLS II Limited Partnership <u>(1)</u>
Common Stock	08/23/2006		F	13	D	\$ 0	53	I	Advent Partners HLS II Limited Partnership <u>(1)</u>
Common Stock							10,000	D	

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De Sec (In
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Derivative Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Series D-1 Common Stock Warrants	\$ 7.81	08/23/2006	X		11/21/2001	11/21/2006	Common Stock	144
Series D-1 Common Stock Warrants	\$ 7.81	08/23/2006	X		11/21/2001	11/21/2006	Common Stock	29
Series D-2 Common Stock Warrants	\$ 7.81	08/23/2006	X		12/17/2002	12/31/2007	Common Stock	96
Series D-2 Common Stock Warrants	\$ 7.81	08/23/2006	X		12/17/2002	12/31/2007	Common Stock	19

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

08/24/2006

**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.

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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