JOHNSTON DANIEL J
Form 3
November 17, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â JOHNSTON DANIEL J

(Last) (First) (Middle)

C/O STEREOTAXIS, INC.,Â 4320 FOREST PARK AVENUE

(Street)

ST. LOUIS,Â MOÂ 63108

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/16/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Financial Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,444	D	Â
Common Stock	25,000 (1)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Appreciation Right	09/28/2010(2)	09/28/2014	Common Stock	175,000	$ 4.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON DANIEL J C/O STEREOTAXIS, INC. 4320 FOREST PARK AVENUE ST. LOUIS,Â MOÂ 63108	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Daniel J. Johnston	11/17/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Grant to reporting person of 25,000 shares of restricted stock having a fair market value of $4.50 per share on the date of grant. The shares are subject to forfeiture if certain performance criteria are not achieved over time.

(2) The stock appreciation rights vest as follows: (1) 25% vest one year after the date of grant, and (2) the remaining 75% vest ratably per month over the next three years.

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Remarks:

SeeÂ ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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