JOHNSTON DANIEL J

Form 4

February 19, 2010

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSTON DANIEL J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Stereotaxis, Inc. [STXS]

(Check all applicable)

(First)

(Street)

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

Director 10% Owner X_ Officer (give title Other (specify

below)

C/O STEREOTAXIS, INC., 4320 FOREST PARK AVENUE, SUITE 100

CFO

4. If Amendment, Date Original Filed(Month/Day/Year)

02/17/2010

6. Individual or Joint/Group Filing(Check Applicable Line)

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

ST. LOUIS, MO 63108

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of

Security (Instr. 3) (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Middle)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

or

(1)

Common 02/17/2010 Stock

(D) Price Code V Amount 2.343

(A)

\$0

31,787 D

Transaction(s)

(Instr. 3 and 4)

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

A

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Right	\$ 4.67	02/17/2010		A	60,000	02/17/2011(2)	02/17/2015	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships					
and the second	Director	10% Owner	Officer	Other		
JOHNSTON DANIEL J						
C/O STEREOTAXIS, INC.			CFO			
4320 FOREST PARK AVENUE, SUITE 100			Cro			

Signatures

ST. LOUIS, MO 63108

/s/ Daniel J. 02/19/2010 Johnston

**Signature of Date
Reporting 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 issued pursuant to 2009 Annual Bonus Program.
- (2) The stock appreciation rights vest as follows: 25% vests one year after the date of grant and 2.0833% vests each month thereafter.
- (3) Price is not applicable to acquisitions resulting from grants of stock appreciation rights.

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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