Kaminski Michael P Form 4 August 24, 2012

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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0.5

response...

5. Relationship of Reporting Person(s) to

Issuer

300 (2)

Ι

Form 4 or Form 5 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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common

Stock

(Print or Type Responses)

Kaminski Michael P

1. Name and Address of Reporting Person *

		Ste	reotaxis, Inc. [STXS]	(Check all applicable)			
	(First) EOTAXIS, INC ARK AVENUE,	(Mo , 4320 08/	rate of Earliest Transaction onth/Day/Year) 22/2012	_X Director 10% Owner X Officer (give title Other (specify below) President and CEO			
	(Street)		Amendment, Date Original d(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ST. LOUIS	, MO 63108			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code (D)	Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock	08/22/2012		A $\frac{80,000}{(1)}$ A \$ 0	119,414 (2) D			
Common Stock				70 (2) I By Cynthia B. Kaminsk Revocable Trust			

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

Immediate

Members (3)

Family

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration Da		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kaminski Michael P C/O STEREOTAXIS, INC.

X President and CEO 4320 FOREST PARK AVENUE, SUITE 100

ST. LOUIS, MO 63108

Signatures

/s/ Karen W. Duros, Attorney-in-Fact

08/24/2012

**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).
- Grant of restricted stock units. Each restricted stock unit represents a right to receive one share of common stock. The restricted stock units vest (1) 25% vest one year after the date of grant, and (2) the remaining 75% vest ratably per month over the next three years.
- (2) The number of shares reflects the 1-for-10 reverse stock split of Stereotaxis, Inc.'s common stock on July 10, 2012.
- 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 the purposes of Section 16 or 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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