

Lele Abhijeet J
Form 4
June 07, 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 *
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)
06/05/2006

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	06/05/2006		X		2,400	A	\$ 7.81	85,819	I	EGS Private Healthcare Counterpart, L.P.
Common Stock	06/05/2006		X		16,800	A	\$ 7.81	600,741	I	EGS Private Healthcare Partnership, L.P.
Common Stock	06/05/2006		X		25,201	A	\$ 7.81	625,942	I	EGS Private Healthcare Partnership, L.P.

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Common Stock	06/05/2006	X	3,600	A	\$ 7.81	89,419	I	EGS Private Healthcare Counterpart, L.P.
Common Stock	06/05/2006	F	1,855	D	\$ 10.11	87,564	I	EGS Private Healthcare Counterpart, L.P.
Common Stock	06/05/2006	F	12,979	D	\$ 10.11	612,963	I	EGS Private Healthcare Partnership, L.P.
Common Stock	06/05/2006	F	2,782	D	\$ 10.11	84,782	I	EGS Private Healthcare Counterpart, L.P.
Common Stock	06/05/2006	F	19,468	D	\$ 10.11	593,495	I	EGS Private Healthcare Partnership, L.P.
Common Stock						137,924	I	EGS Private Healthcare Canadian Partners L.P.
Common Stock						916,586	I	EGS Private Healthcare Partnership II, L.P.
Common Stock						144,554	I	EGS Private Healthcare Investors II, L.P.
Common Stock						10,609	I	EGS Private Healthcare President's Fund, L.P.

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

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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. 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 of Shares
Series D-1 Common Stock Warrant	\$ 7.81	06/05/2006		X	2,400	11/21/2001	11/21/2006	Common Stock	2,400
Series D-1 Common Stock Warrant	\$ 7.81	06/05/2006		X	16,800	11/21/2001	11/21/2006	Common Stock	16,800
Series D-2 Common Stock Warrant	\$ 7.81	06/05/2006		X	3,600	12/17/2002	12/31/2007	Common Stock	3,600
Series D-2 Common Stock Warrant	\$ 7.81	06/05/2006		X	25,201	12/17/2002	12/31/2007	Common Stock	25,201

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 06/07/2006

__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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