

Bruce Douglas Michael
Form 3/A
August 11, 2006

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 Bruce Douglas Michael
(Last) (First) (Middle)

C/O STEREOTAXIS,
INC.,Â 4041 FOREST PARK
AVE.

(Street)

ST.LOUIS,Â MOÂ 63108

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
08/11/2004

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 ___ Other

(give title below) (specify below)

Sr. VP, Research & Development

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

08/11/2004

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)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy) <u>(1)</u>	08/11/2004 ⁽²⁾	08/11/2014	Common Stock	10,416	\$ 8		D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bruce Douglas Michael C/O STEREOTAXIS, INC. 4041 FOREST PARK AVE. ST. LOUIS, MO 63108	Â	Â	Â Sr. VP, Research & Development	Â

Signatures

/s/ James M. Stolze, Attorney-in-Fact for Douglas M. Bruce	08/11/2006
<u> </u> **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) These options were deemed granted effective concurrently with the Company entering into a firm commitment underwriting agreement for the sale of its common stock to the public, which occurred on August 11, 2004.
- (2) These options were exercisable 25% on the first anniversary of the grant date and 2.0833% each month thereafter. The date indicated above is the grant date.

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Remarks:

This Form 3/A is being filed to include an option award that had been previously disclosed in the August 12, 2004 (File No. 333-115253) issued in connection with its initial public offering, the C filed April 14, 2005 and all subsequent filings under the Securities and Exchange Act of 1934, Â omitted in Mr. Bruce's initial Form 3 filed on August 11, 2004.

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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