

Giffin David
Form 3
June 04, 2010

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 Giffin David

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/26/2010

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

VP, Human Resources

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

____ Form filed by More than One
Reporting Person

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

(Street)

ST. LOUIS,Â MOÂ 63108

(City)

(State)

(Zip)

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

34,000 ⁽¹⁾

D

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

SEC 1473 (7-02)

**Persons who respond to the collection of
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)

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

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/05/2009 ⁽²⁾	02/05/2013	Common Stock	30,000	\$ 6.86	D	Â
Employee Stock Option (Right to Buy)	08/05/2009 ⁽²⁾	08/05/2013	Common Stock	25,000	\$ 7.03	D	Â
Employee Stock Option (Right to Buy)	02/18/2010 ⁽²⁾	02/18/2014	Common Stock	20,000	\$ 3.38	D	Â
Employee Stock Option (Right to Buy)	02/17/2011 ⁽²⁾	02/17/2015	Common Stock	50,000	\$ 4.67	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Giffin David C/O STEREOTAXIS, INC. 4320 FOREST PARK AVENUE, SUITE 100 ST. LOUIS, MO 63108	Â	Â	Â VP, Human Resources		Â

Signatures

/s/ David Giffin 06/03/2010
 __Signature of Date
 Reporting Person

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) Includes 24,250 shares of restricted stock that are subject to forfeiture if certain performance criteria are not achieved over time. Also includes 4,250 shares of restricted stock, 25% of which vests on January 15th of each year beginning in 2008.
- (2) The stock options 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. 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.