

Stereotaxis, Inc.  
Form 4  
August 27, 2013

**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 \*  
MIDDLETON FRED A

(Last) (First) (Middle)

400 SOUTH EL CAMINO  
REAL, SUITE 1200

(Street)

SAN MATEO, CA 94402-1708

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/23/2013

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)
				(A) or (D)	Price		
Common Stock	08/23/2013		S	V	12,200	D	\$ 3.67 75,872
Common Stock	08/23/2013		S		400	D	\$ 3.68 75,472
Common Stock	08/23/2013		S		2,000	D	\$ 3.67 0
Common Stock						I	1,256,402
						I	Middleton McNeil Retirement Trust
						I	Sanderling Venture Partners VI

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				Co-Investment Fund, L.P.
Common Stock	40,673	I		Sanderling Ventures Management VI
Common Stock	6,358	I		Sanderling VI Limited Partnership
Common Stock	5,335	I		Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	1,500	I		Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock	53,275	I		Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock	11,097	I		Sanderling V Beteiligungs GmbH & Co. KG
Common Stock	39,716	I		Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	11,956	I		Sanderling V Limited Partnership
Common Stock	67,790	I		Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	22,451	I		Sanderling Venture Partners IV Co-Investment Fund
Common Stock	82	I		Sanderling Ventures

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

MIDDLETON FRED A  
400 SOUTH EL CAMINO REAL  
SUITE 1200  
SAN MATEO, CA 94402-1708

X

## Signatures

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

08/27/2013

\_\_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).

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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