Stereotaxis, Inc. Form 4 November 18, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MIDDLETON FRED A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

Stereotaxis, Inc. [STXS]

(Check all applicable)

400 SOUTH EL CAMINO REAL, SUITE 1200

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

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

11/14/2013

(Street)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN MATEO, CA 94402-1708

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Subscription Rights (rights to buy) (1)	\$ 3	11/15/2013		S	9,702	10/31/2013	11/21/2013	Common Stock	3,23
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	1,417	10/31/2013	11/21/2013	Common Stock	471
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	654	10/31/2013	11/21/2013	Common Stock	21
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	1,551	10/31/2013	11/21/2013	Common Stock	51′
Subscription Rights (right to buy) (1)	\$3	11/14/2013		S	1,975	10/31/2013	11/21/2013	Common Stock	658
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	348	10/31/2013	11/21/2013	Common Stock	110
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	323	10/31/2013	11/21/2013	Common Stock	10′
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	1,156	10/31/2013	11/21/2013	Common Stock	38:
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	2	10/31/2013	11/21/2013	Common Stock	0
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013		S	41,332	10/31/2013	11/21/2013	Common Stock	13,7

Subscription Rights (right to buy) (1)	\$ 3	11/14/2013	S	295	10/31/2013	11/21/2013	Common Stock	98
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013	S	247	10/31/2013	11/21/2013	Common Stock	82
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013	S	9	10/31/2013	11/21/2013	Common Stock	3
Subscription Rights (right to buy) (1)	\$ 3	11/14/2013	S	3,307	10/31/2013	11/21/2013	Common Stock	1,10

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 Witte Duros, Attorney-in-Fact

**Signature of Reporting Person

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).

Date

The Company issued to each holder of record, as of October 31, 2013, and certain warrant holders, subscription rights to acquire shares of common stock of Stereotaxis, Inc. in accordance with a prospectus dated October 29, 2013. Each subscription right entitles the holder to purchase one-third of a share of Stereotaxis, Inc. common stock.

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.

Reporting Owners 3