Stereotaxis, Ir	nc.									
Form 4 November 20	2013									
	Л								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed pur Filed pur Section 17	rsuant to S (a) of the F	ection Public U	<b>SECU</b> 16(a) of the Julie of th	RITIES ne Securit ding Cor	ies Excha	WNERSHIP OF nge Act of 1934, of 1935 or Section 1940	Estimated burden hoi response	urs per	
(Print or Type Ro	esponses)									
1. Name and Ad MIDDLETO	Person <u>*</u>	Symbol	er Name <b>an</b> axis, Inc.		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
()				of Earliest T Day/Year) 2013	ransaction		X Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)	700		endment, D onth/Day/Yea	-	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN MATE	O, CA 94402-1'	/08					Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)	
Reminder: Repo	rt on a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
					Perso inforn requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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 Share
Subscription Rights (right to buy) $(1)$	\$ 3	11/18/2013		S		20,9	000	10/31/2013	11/21/2013	Common Stock	6,96

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh	nips	
	Director	10% Owner	Officer	Other
MIDDLETON FRED A 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402-1708	Х			
Signatures				
/s/ Karen Witte Duros, Attorney-in-Fact		11/20/2013		
**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).

The Company issued to each holder of record, as of October 31, 2013, and certain warrant holders, subscription rights to acquire shares of (1) 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.