

Stereotaxis, Inc.
Form 4
November 18, 2008

FORM 4

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

OMB APPROVAL

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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
STE 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)

11/17/2008

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---|
| | | | Code | V | Amount (D) or Price (A) | | | | | |
| Common Stock | 11/17/2008 | | P | | 11,915 <u>(1)</u> | A | \$ 2,688 <u>(1)</u> | 221,493 | D | |
| Common Stock | 11/18/2008 | | P | | 293 | A | \$ 3 | 221,786 | D | |
| Common Stock | | | | | | | | 620,366 | I | Sanderling Venture Partners VI Co-Investment Fund, L.P. |
| Common | | | | | | | | 12,006 | I | Sanderling VI |

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| | | | |
|--------------|---------|---|--|
| Stock | | | Beteiligungs GmbH & Co KG |
| Common Stock | 14,305 | I | Sanderling VI Limited Partnership |
| Common Stock | 6,149 | I | Sanderling Ventures Management VI |
| Common Stock | 781,351 | I | Sanderling Venture Partners II, L.P. |
| Common Stock | 15,000 | I | Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan |
| Common Stock | 532,758 | I | Sanderling IV Biomedical Co-Investment Fund, L.P. |
| Common Stock | 110,971 | I | Sanderling V Beteiligungs GmbH & Co. KG |
| Common Stock | 397,164 | I | Sanderling V Biomedical Co-Investment Fund, L.P. |
| Common Stock | 119,566 | I | Sanderling V Limited Partnership |
| Common Stock | 677,906 | I | Sanderling Venture Partners V Co-Investment Fund, L.P. |
| Common Stock | 224,515 | I | Sanderling Venture Partners IV Co-Investment Fund |
| | 828 | I | |

| | | | | | | | |
|-----------------|--|--|-----|--|---|--|--|
| Common Stock | | | | | | | Sanderling Ventures Management V |
| Common Stock | | | 797 | | I | | Middleton McNeil Retirement Trust |

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

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.

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 STE 1200 SAN MATEO, CA 94402-1708 | X | X | | |

Signatures

/s/ Fred A.
Middleton
11/18/2008

**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 reported price is the weighted average purchase price per share for 62 transactions in which the purchase prices ranged from \$2.50 to (1) \$2.70 per share. The reporting person undertakes to provide full information regarding the number of shares purchased at each separate purchase price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

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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