

Stereotaxis, Inc.
Form 4
August 24, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
08/22/2012

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)
Common Stock	08/22/2012		A	V Amount (1) 11,471	A \$ 0 45,564 (2)	D	
Common Stock					782,272 (2)	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock					28,117 (2)	I	Sanderling Ventures Management VI

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Common Stock	3,060 ⁽²⁾	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	3,647 ⁽²⁾	I	Sanderling VI Limited Partnership
Common Stock	78,135 ⁽²⁾	I	Sanderling Venture Partners II, L.P.
Common Stock	1,500 ⁽²⁾	I	Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock	53,275 ⁽²⁾	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock	11,097 ⁽²⁾	I	Sanderling V Beteiligungs GmbH & Co. KG
Common Stock	39,716 ⁽²⁾	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	11,956 ⁽²⁾	I	Sanderling V Limited Partnership
Common Stock	67,790 ⁽²⁾	I	Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	22,451 ⁽²⁾	I	Sanderling Venture Partners iV Co-Investment Fund
Common Stock	82 ⁽²⁾	I	Sanderling Ventures Management V
Common Stock	79 ⁽²⁾	I	Middleton McNeil

Retirement
Trust

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

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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 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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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 08/24/2012

**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).

(1) Grant of restricted stock units. Each restricted stock unit represents a right to receive one share of common stock. The restricted stock units vest one year from the date of grant or the date of the next shareholders' meeting, whichever is earlier.

(2) The number of shares reflects the 1-for-10 reverse stock split of Stereotaxis, Inc.'s common stock on July 10, 2012.

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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