

Stereotaxis, Inc.
 Form 4
 September 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
08/31/2009

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 | (A) or (D) | Price | | | |
| | | | | | | | \$ | | | |
| Common Stock | 08/31/2009 | | P | | 5,000 | A | 3.54 <u>(1)</u> | 254,586 | D | |
| Common Stock | | | | | | | | 1,581,607 | I | Sanderling Venture Partners VI Co-Investment Fund, L.P. |
| Common Stock | | | | | | | | 30,609 | I | Sanderling VI Beteiligungs GmbH & Co KG |

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| | | | |
|--------------|---------|---|--|
| Common Stock | 36,470 | I | Sanderling VI Limited Partnership |
| Common Stock | 16,116 | 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 |
| Common Stock | 828 | I | Sanderling Ventures Management V |
| Common Stock | 797 | I | Middleton McNeil |

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