

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>MIDDLETON FRED A</b>			2. Issuer Name and Ticker or Trading Symbol <b>Stereotaxis, Inc. [ STXS ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/24/2009</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
400 SOUTH EL CAMINO REAL STE 1200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SAN MATEO CA 94402-1708</b>								
(City) (State) (Zip)								

**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								221,794 <sup>(1)</sup>	D	
Common Stock								16,116 <sup>(2)</sup>	I	Sanderling Ventures Management VI

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Warrant (right to buy)	\$3.16	02/24/2009		J <sup>(3)</sup>		758,951		(4)	02/24/2014	Common Stock	758,951	\$0	758,951	I	Sanderling Venture Partners VI Co-Investment Fund, LP
Common Stock Warrant (right to buy)	\$3.16	02/24/2009		J <sup>(3)</sup>		14,688		(4)	02/24/2014	Common Stock	14,688	\$0	14,688	I	Sanderling VI Beteiligungs GmbH & Co KG
Common Stock Warrant (right to buy)	\$3.16	02/24/2009		J <sup>(3)</sup>		17,501		(4)	02/24/2014	Common Stock	17,501	\$0	17,501	I	Sanderling VI Limited Partnership

**Explanation of Responses:**

- The Form 4 filed for Mr. Middleton on December 31, 2008 erroneously stated that Mr. Middleton directly owned 221,786 shares of common stock.
- 154 shares of common stock were distributed to a partner of this stockholder in a transaction that was not required to be reported on Form 4.
- Warrant received in connection with the extension of an unsecured loan commitment between Sanderling Venture Partners VI Co-Investment Fund, L.P., Sanderling VI Beteiligungs GmbH & Co KG, Sanderling VI Limited Partnership and Issuer.
- Immediately.

/s/ Peggy Stohr, Attorney-in-Fact 02/26/2009

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.