

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>MIDDLETON FRED A</u>			2. Issuer Name and Ticker or Trading Symbol <u>Stereotaxis, Inc. [STXS]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2011</u>		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 SUITE 1200			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)	(Zip)			
<u>SAN MATEO</u>	<u>CA</u>	<u>94402-1708</u>				

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	05/25/2011		A		7,200	A	\$0	287,786	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
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 Retirement Trust

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
Stock Option (right to buy)	\$3.31	05/25/2011		A		28,000		05/25/2012 ⁽¹⁾	05/25/2021	Common Stock	28,000	(2)	28,000	D	

Explanation of Responses:

- The options vest one year from the date of grant or the date of the next shareholder's meeting, whichever is earlier.
- Price not applicable to acquisitions resulting from grants of stock options.

Remarks:

/s/ Karen W. Duros, Attorney-in-Fact

05/27/2011

** 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.

POWER OF ATTORNEY

FORMS 3, 4 AND 5

Know all by these presents, that the undersigned hereby constitutes and appoints Karen W. Duros, Daniel J. Johnston, Martin C. Stammer and David A. Giffin, and each
1 execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Stereotaxis, Inc. the Company, Forms 3, 4, and 5 in ac
2 do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complet
3 take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best int
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, c
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of May, 2011.

/s/ Fred A. Middleton

Signature

Fred A. Middleton

Print Name