

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* MIDDLETON FRED A			2. Issuer Name and Ticker or Trading Symbol Stereotaxis, Inc. [STXS]			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) 08/07/2013			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) SAN MATEO CA 94402-1708								
(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	08/07/2013		x		29,248	A	\$4.1	811,520	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		s ⁽¹⁾		11,838	D	\$10.13	799,682	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		x		149,849	A	\$3.36	949,531	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		s ⁽²⁾		49,718	D	\$10.13	899,813	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		x		75,759	A	\$1.98	975,572	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		s ⁽³⁾		14,808	D	\$10.13	960,764	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		x		675	A	\$4.1	4,322	I	Sanderling VI Limited Partnership
Common Stock	08/07/2013		s ⁽⁴⁾		273	D	\$10.13	4,049	I	Sanderling VI Limited Partnership

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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	08/07/2013		X		3,455	A	\$3.36	7,504	I	Sanderling VI Limited Partnership
Common Stock	08/07/2013		S ⁽⁵⁾		1,146	D	\$10.13	6,358	I	Sanderling VI Limited Partnership
Common Stock	08/07/2013		X		566	A	\$4.1	3,626	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	08/07/2013		S ⁽⁶⁾		229	D	\$10.13	3,397	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	08/07/2013		X		2,900	A	\$3.36	6,297	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	08/07/2013		S ⁽⁷⁾		962	D	\$10.13	5,335	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock								88,072	D	
Common Stock								28,117	I	Sanderling Ventures Management VI
Common Stock								1,500	I	Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock								53,275	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock								11,097	I	Sanderling V Beteiligungs GmbH & Co. KG
Common Stock								39,716	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock								11,956	I	Sanderling V Limited Partnership
Common Stock								67,790	I	Sanderling Venture Partners V Co-Investment Fund, L.P.

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								22,451	I	Sanderling Venture Partners IV Co-Investment Fund
Common Stock								82	I	Sanderling Ventures Management V
Common Stock								79	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	Amount or Number of Shares				
Common Stock Warrant (right to buy)	\$4.1	08/07/2013		X		29,248		05/01/2012	05/01/2017	Common Stock	29,248	\$0	0	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock Warrant (right to buy)	\$3.36	08/07/2013		X		149,849		05/07/2012	05/07/2017	Common Stock	149,849	\$0	0	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock Warrant (right to buy)	\$1.98	08/07/2013		X		75,759		03/29/2013	03/29/2018	Common Stock	75,759	\$0	0	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock Warrant (right to buy)	\$4.1	08/07/2013		X		675		05/01/2012	05/01/2017	Common Stock	675	\$0	0	I	Sanderling VI Limited Partnership
Common Stock Warrant (right to buy)	\$3.36	08/07/2013		X		3,455		05/07/2012	05/07/2017	Common Stock	3,455	\$0	0	I	Sanderling VI Limited Partnership
Common Stock Warrant (right to buy)	\$4.1	08/07/2013		X		566		05/01/2012	05/01/2017	Common Stock	566	\$0	0	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock Warrant (right to buy)	\$3.36	08/07/2013		X		2,900		05/07/2012	05/07/2017	Common Stock	2,900	\$0	0	I	Sanderling VI Beteiligungs GmbH & Co. KG

Explanation of Responses:

- On August 7, 2013, the reporting person exercised a warrant to purchase 29,248 shares of Stereotaxis, Inc. common stock for \$4.10 per share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 11,838 shares to pay the exercise price and issuing to the reporting person the remaining 17,410 shares.
- On August 7, 2013, the reporting person exercised a warrant to purchase 149,849 shares of Stereotaxis, Inc. common stock for \$3.36 per share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 49,718 shares to pay the exercise price and issuing to the reporting person the remaining 100,131 shares.
- On August 7, 2013, the reporting person exercised a warrant to purchase 75,759 shares of Stereotaxis, Inc. common stock for \$1.98 per share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 14,808 shares to pay the exercise price and issuing to the reporting person the remaining 60,951 shares.
- On August 7, 2013, the reporting person exercised a warrant to purchase 675 shares of Stereotaxis, Inc. common stock for \$4.10 per share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 49,718 shares to pay the exercise price and issuing to the reporting person the remaining 100,131 shares.
- On August 7, 2013, the reporting person exercised a warrant to purchase 3,455 shares of Stereotaxis, Inc. common stock for \$3.36 per share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 1,146 shares to pay the exercise price and issuing to the reporting person the remaining 2,309 shares.
- On August 7, 2013, the reporting person exercised a warrant to purchase 566 shares of Stereotaxis, Inc. common stock for \$4.10 per share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 229 shares to pay the exercise price and issuing to the reporting person the remaining 337 shares.
- On August 7, 2013, the reporting person exercised a warrant to purchase 2,900 shares of Stereotaxis, Inc. common stock for \$3.36 per share. The reporting person paid the exercise price on a cashless basis, resulting in Stereotaxis, Inc. withholding 962 shares to pay the exercise price and issuing to the reporting person the remaining 1,938 shares.

Remarks:

/s/ Karen W. Duros, Attorney- 08/09/2013
in-Fact

** 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.