

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

<p>1. Name and Address of Reporting Person*</p> <p>MIDDLETON FRED A</p> <hr/> <p>(Last) (First) (Middle)</p> <p>400 SOUTH EL CAMINO REAL STE 1200</p> <hr/> <p>(Street)</p> <p>SAN MATEO CA 94402-1708</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Stereotaxis, Inc. [STXS]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>12/29/2008</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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	12/29/2008		P		961,241	A	\$4.64	1,581,607	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	12/29/2008		P		18,603	A	\$4.64	30,609	I	Sanderling VI Beteiligungs GmbH & Co KG
Common Stock	12/29/2008		P		22,165	A	\$4.64	36,470	I	Sanderling VI Limited Partnership
Common Stock	12/29/2008		P		10,121	A	\$4.64	16,270	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.

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								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
Common Stock								221,786	D	

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 Warrants (Right to Buy)	\$4.64	12/29/2008		P		1,631,626		07/01/2009	07/01/2014	Common Stock	1,631,626	\$0.125	1,631,626	I	Sanderling Venture Partners VI Co-Investment, L.P.
Common Stock Warrants (Right to Buy)	\$4.64	12/29/2008		P		31,577		07/01/2009	07/01/2014	Common Stock	31,577	\$0.125	31,577	I	Sanderling VI Beteiligungs GmbH & Co KG
Common Stock Warrants (Right to Buy)	\$4.64	12/29/2008		P		37,623		07/01/2009	07/01/2014	Common Stock	37,623	\$0.125	37,623	I	Sanderling VI Limited Partnership
Common Stock Warrants (Right to Buy)	\$4.64	12/29/2008		P		728,926		07/01/2009	07/01/2014	Common Stock	728,926	\$0.125	728,926	I	Sanderling Ventures Management VI

Explanation of Responses:

/s/ Fred A. Middleton

12/31/2008

** 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.

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