

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

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

1. Name and Address of Reporting Person* <u>MIDDLETON FRED A</u> (Last) (First) (Middle) <u>400 SOUTH EL CAMINO REAL</u> <u>SUITE 1200</u> (Street) <u>SAN MATEO CA 94402-1708</u> (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			

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				
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		12,502		10/31/2013	11/21/2013	Common Stock	4,167	\$0.14	0	D	
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/20/2013		S		16,080		10/31/2013	11/21/2013	Common Stock	5,360	\$0.1	0	D	
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		605		10/31/2013	11/21/2013	Common Stock	201	\$0.14	20,932	I	Sanderling Venture Partners IV Co-Investment Fund, L.P.
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		1,436		10/31/2013	11/21/2013	Common Stock	478	\$0.14	49,671	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		1,827		10/31/2013	11/21/2013	Common Stock	609	\$0.14	63,203	I	Sanderling Venture Partners V Co-Investment Fund, L.P.
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		322		10/31/2013	11/21/2013	Common Stock	107	\$0.14	11,148	I	Sanderling V Limited Partnership
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		299		10/31/2013	11/21/2013	Common Stock	99	\$0.14	10,346	I	Sanderling V Beteiligungs GmBLT & Co. KG
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		1,070		10/31/2013	11/21/2013	Common Stock	356	\$0.14	37,030	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S		2		10/31/2013	11/21/2013	Common Stock	0	\$0.14	77	I	Sanderling Ventures Management V

**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				
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S			38,256	10/31/2013	11/21/2013	Common Stock	12,752	\$0.14	1,323,537	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S			273	10/31/2013	11/21/2013	Common Stock	91	\$0.14	9,434	I	Sanderling VI Limited Partnership
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S			229	10/31/2013	11/21/2013	Common Stock	76	\$0.14	7,919	I	Sanderling VI Beteiligungs GmbH & Co. KG
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S			9	10/31/2013	11/21/2013	Common Stock	3	\$0.14	304	I	Middleton McNeil Retirement Trust
Subscription Rights (right to buy) ⁽¹⁾	\$3	11/21/2013		S			2,849	10/31/2013	11/21/2013	Common Stock	949	\$0.14	98,253	I	Sanderling Ventures Management VI

Explanation of Responses:

1. The Company issued to each holder of record, as of October 31, 2013, and certain warrant holders, subscription rights to acquire shares of common stock of Stereotaxis, Inc. in accordance with a prospectus dated October 29, 2013. Each subscription right entitles the holder to purchase one-third of a share of Stereotaxis, Inc. common stock.

Remarks:

/s/ Karen Witte Duros,
Attorney-in-Fact

11/22/2013

** 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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