

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 | |
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| 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>08/22/2012</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 08/22/2012 | | A | | 11,471 ⁽¹⁾ | A | \$0 | 45,564 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 782,272 ⁽²⁾ | I | Sanderling Venture Partners VI Co-Investment Fund, L.P. |
| Common Stock | | | | | | | | 28,117 ⁽²⁾ | I | Sanderling Ventures Management VI |
| Common Stock | | | | | | | | 3,060 ⁽²⁾ | I | Sanderling VI Beteiligungs GmbH & Co. KG |
| Common Stock | | | | | | | | 3,647 ⁽²⁾ | I | Sanderling VI Limited Partnership |
| Common Stock | | | | | | | | 78,135 ⁽²⁾ | I | Sanderling Venture Partners II, L.P. |
| Common Stock | | | | | | | | 1,500 ⁽²⁾ | I | Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan |
| Common Stock | | | | | | | | 53,275 ⁽²⁾ | I | Sanderling IV Biomedical Co-Investment Fund, L.P. |
| Common Stock | | | | | | | | 11,097 ⁽²⁾ | I | Sanderling V Beteiligungs GmbH & Co. KG |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 39,716 ⁽²⁾ | I | Sanderling V Biomedical Co-Investment Fund, L.P. |
| Common Stock | | | | | | | | 11,956 ⁽²⁾ | I | Sanderling V Limited Partnership |
| Common Stock | | | | | | | | 67,790 ⁽²⁾ | I | Sanderling Venture Partners V Co-Investment Fund, L.P. |
| Common Stock | | | | | | | | 22,451 ⁽²⁾ | I | Sanderling Venture Partners IV Co-Investment Fund |
| Common Stock | | | | | | | | 82 ⁽²⁾ | I | Sanderling Ventures Management V |
| Common Stock | | | | | | | | 79 ⁽²⁾ | 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 | | | | | |

Explanation of Responses:

- Grant of restricted stock units. Each restricted stock unit represents a right to receive one share of common stock. The restricted stock units vest one year from the date of grant or the date of the next shareholders' meeting, whichever is earlier.
- The number of shares reflects the 1-for-10 reverse stock split of Stereotaxis, Inc.'s common stock on July 10, 2012.

Remarks:

/s/ Karen W. Duros, Attorney-in-Fact 08/24/2012

** 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.