

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 STE 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>06/21/2007</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	06/21/2007		s		122	D	\$12.04	0	I	Sanderling II Limited Partnership
Common Stock	08/14/2007		j ⁽¹⁾		301,745	D	⁽²⁾	0	I	Sanderling Management Limited, FBO Sanderling Ventures Limited
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								224,515	I	Sanderling Venture Partners IV 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								1,242	I	Sanderling Ventures Management V
Common Stock								145,506	I	Sanderling Venture Partners VI Co-Investment Fund
Common Stock								2,816	I	Sanderling VI Beteiligungs GmbH & Co KG
Common Stock								3,355	I	Sanderling VI Limited Partnership
Common Stock								1,532	I	Sanderling Ventures Management VI
Common Stock								149,586	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					

Explanation of Responses:

- Sanderling Management Limited, FBO Sanderling Ventures Limited distributed 301,745 shares of the issuer's common stock in a pro rata distribution to its partners on August 14, 2007.
- Price is not applicable to acquisitions and distributions of portfolio securities.

/s/ Fred A. Middleton 08/16/2007

** 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.