

OMB APPROVAL	
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**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* <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>08/13/2013</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			
Common Stock	08/13/2013		M		624,113	A	\$3.36	1,584,877	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/13/2013		F <sup>(1)</sup>		328,475	D	\$6.39	1,256,402	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/13/2013		M		26,506	A	\$3.36	54,623	I	Sanderling Ventures Management VI
Common Stock	08/13/2013		F <sup>(2)</sup>		13,950	D	\$6.39	40,673	I	Sanderling Ventures Management VI
Common Stock								88,072	D	
Common Stock								6,358	I	Sanderling VI Limited Partnership
Common Stock								5,335	I	Sanderling VI Beteiligungs GmbH & Co. KG
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.

**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								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.
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)	\$3.36	08/13/2013		M		624,113		05/07/2012	05/07/2018	Common Stock	624,113	\$0	0	I	Sanderling Venture Partners VI Co-Investment Fund LP
Common Stock Warrant (right to buy)	\$3.36	08/13/2013		M		26,506		05/07/2012	05/07/2018	Common Stock	26,506	\$0	0	I	Sanderling Ventures Management VI

**Explanation of Responses:**

- On August 13, 2013, the reporting person exercised a warrant to purchase 624,113 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 328,475 shares to pay the exercise price and issuing to the reporting person the remaining 295,638 shares.
- On August 13, 2013, the reporting person exercised a warrant to purchase 26,506 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 13,950 shares to pay the exercise price and issuing to the reporting person the remaining 12,556 shares.

**Remarks:**

/s/ Karen W. Duros, Attorney-in-Fact 08/15/2013

\*\* 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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