

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* <b>MIDDLETON FRED A</b>  (Last) (First) (Middle) <b>400 SOUTH EL CAMINO REAL</b> <b>SUITE 1200</b>  (Street) <b>SAN MATEO CA 94402-1708</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Stereotaxis, Inc. [ STXS ]</b>	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) <b>05/07/2012</b>	
	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	05/10/2012		P		6,241,119	A	(1)	7,822,726	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	05/10/2012		P		265,062	A	(2)	281,178	I	Sanderling Ventures Management VI
Common Stock								340,932	D	
Common Stock								30,609	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock								36,470	I	Sanderling VI Limited Partnership
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

**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								397,164	I	Sanderling V Biomedical Co-Investment Fund, L.P.
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

**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)	\$0.3361	05/10/2012		P		6,241,119		05/10/2012	05/10/2018	Common Stock	6,241,119	(1)	6,241,119	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock Warrant (right to buy)	\$0.3361	05/10/2012		P		265,062		05/10/2012	05/10/2018	Common Stock	265,062	(2)	265,062	I	Sanderling Ventures Management VI
Common Stock Warrant (right to buy)	\$0.3361	05/07/2012 <sup>(3)</sup>		J <sup>(4)</sup>		1,498,482		05/07/2012	05/07/2017	Common Stock	1,498,482	\$0	1,498,482	I	Sanderling Venture Partners VI Co-Investment Fund L.P.
Common Stock Warrant (right to buy)	\$0.3361	05/07/2012 <sup>(3)</sup>		J <sup>(4)</sup>		29,000		05/07/2012	05/07/2017	Common Stock	29,000	\$0	29,000	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock Warrant (right to buy)	\$0.3361	05/07/2012 <sup>(3)</sup>		J <sup>(4)</sup>		34,553		05/07/2012	05/07/2017	Common Stock	34,553	\$0	34,553	I	Sanderling VI Limited Partnership

**Explanation of Responses:**

- The reported securities are included within 6,241,119 Stereotaxis units purchased by the reporting person for 0.4611 per unit. Each unit consists of one share of common stock, and one warrant to purchase one share of common stock.
- The reported securities are included within 265,062 Stereotaxis units purchased by the reporting person for 0.4611 per unit. Each unit consists of one share of common stock, and one warrant to purchase one share of common stock.
- The warrant was issued dated May 7, 2012, subject to closing conditions, which were satisfied on May 11, 2012. Beneficial ownership was acquired on May 11, 2012, upon satisfaction of closing conditions.
- Warrant received in connection with the extension of an unsecured loan commitment between Sanderling Venture Partners VI Co-Investment Fund, L.P., Sanderling VI Beteiligungs GmbH & Co. KG, Sanderling VI Limited Partnership, respectively, and Issuer.

**Remarks:**

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.**