FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB	4 DDDQ\ /41
OIVIB	APPROVAL

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# 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 MIDDLETON		on <sup>*</sup>			suer Name <b>and</b> Tick reotaxis, Inc.			Symbol			Relationship of Report heck all applicable)	10	0% Owner
(Last) 400 SOUTH EL SUITE 1200	(First) CAMINO RD	(Middle)			ate of Earliest Trans 7/2004	action (	Month	n/Day/Year)			Officer (give tit below)		ther (specify elow)
(Street) SAN MATEO	CA	99402		4. If A	Amendment, Date o	of Origin	al File	d (Month/Day/`	rear)	6.	-	One Reporting P	
(City)	(State)	(Zip)											
		Table I - N	lon-Deriv	ative	Securities Ad	quire	d, D	isposed of	or Be	neficial	ly Owned	4	
1. Title of Security (	Instr. 3)		2. Transacti Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities A Disposed Of (	Acquired ( D) (Instr. 3	A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(111501.4)
Common Stock			08/17/20	004		С		41,335	A	(2)	89,340	D	
Common Stock			08/17/20	004		С		10,023	A	(2)	99,363	D	
Common Stock			08/17/20	004		С		2,215	A	(2)	101,578	D	
Common Stock			08/17/20	004		С		1,403(1)	A	(2)	102,981	D	
Common Stock			08/17/20	004		С		248(1)	A	(2)	103,229	D	
Common Stock			08/17/20	004		С		433,709	A	(2)	466,064	I	Sanderling Venture Partners II, L.P.
Common Stock			08/17/20	004		С		228,875	A	(2)	694,939	I	Sanderling Venture Partners II, L.P.
Common Stock			08/17/20	004		С		52,925	A	(2)	747,864	I	Sanderling Venture Partners II, L.P.
Common Stock			08/17/20	004		С		33,487(1)	A	(2)	781,351	I	Sanderling Venture Partners II, L.P.
Common Stock			08/17/20	004		С		167,750	A	(2)	179,869	I	Sanderling Management Limited, Cust. FBO Sanderling Ventures Limited, L.P.
Common Stock			08/17/20	004		С		87,950	A	(2)	267,819	I	Sanderling Management Limited, Cust. FBO Sanderling Ventures Limited, L.P.
Common Stock			08/17/20	004		С		19,441	A	(2)	287,260	I	Sanderling Management Limited, Cust. FBO Sanderling Ventures Limited, L.P.

	Non-Derivative			u, D	-			1		1
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)	ction Instr.	4. Securities A Disposed Of (D	cquired (A	A) or , 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock	08/17/2004		С		12,300(1)	A	(2)	299,560	I	Sanderling Management Limited, Cust. FBO Sanderling Ventures Limited, L.P.
Common Stock	08/17/2004		С		2,185(1)	A	(2)	301,745	I	Sanderling Management Limited, Cust. FBO Sanderling Ventures Limited, L.P.
Common Stock	08/17/2004		С		41,938	A	(2)	44,967	I	Sanderling Management Limited, Cust. FBO Middleton- McNeil, L.P.
Common Stock	08/17/2004		С		21,987	A	(2)	66,954	I	Sanderling Management Limited, Cust. FBO Middleton- McNeil, L.P.
Common Stock	08/17/2004		С		4,860	A	(2)	71,814	I	Sanderling Management Limited, Cust. FBO Middleton- McNeil, L.P.
Common Stock	08/17/2004		С		3,076 <sup>(1)</sup>	A	(2)	74,890	I	Sanderling Management Limited, Cust. FBO Middleton- McNeil, L.P.
Common Stock	08/17/2004		С		546(1)	A	(2)	75,436	I	Sanderling Management Limited, Cust. FBO Middleton- McNeil, L.P.
Common Stock	08/17/2004		С		297,636	A	(2)	297,636	I	Sanderling IV Biomedical Co- Investment Fund, L.P.
Common Stock	08/17/2004		С		167,918 <sup>(1)</sup>	A	(2)	465,554	I	Sanderling IV Biomedical Co- Investment Fund, L.P.
Common Stock	08/17/2004		С		67,204 <sup>(1)</sup>	A	(2)	532,758	I	Sanderling IV Biomedical Co- Investment Fund, L.P.

		T	able I - N	lon-De	rivati	ive	Secui	ities A	quire	d, D	isposed of	f, or Be	neficially	y Owned				
1. Title of S	Security (Inst	r. 3)		2. Trans Date (Month/		ar)	if any	med on Date, Day/Year)	3. Transa Code ( 8)		4. Securities Disposed Of	(D) (Instr. 3		5. Amount of Securities Beneficially Owned Follo Reported	owing	6. Owner Form: Di (D) or Ind (I) (Instr.	irect Ir direct B 4) C	Nature of direct eneficial wnership nstr. 4)
									Code	v	Amount	(A) or (D)	Price	Transaction( (Instr. 3 and	(s) 4)			
Common	Common Stock					08/17/2004			С		478	A	(2)	478		I	I E	anderling Seteiligungs SmbH & Co. KG
Common	Common Stock				7/2004	1			С		33,758 <sup>(1)</sup>	A	(2)	34,23	6	I	I E	anderling Seteiligungs SmbH & So. KG
Common	Stock			08/1	7/2004	1			С		30,326(1)	A	(2)	64,56.	2	I	I E	anderling Seteiligungs SmbH & Co. KG
Common	Stock			08/17	7/2004	1			С		25,272(1)	A	(2)	89,83	4	I	I E	anderling Seteiligungs SmbH & Co. KG
Common	Stock			08/1	7/2004	1			С		1,993	A	(2)	1,993	3	I	I I	anderling siomedical co- nvestment und, L.P.
Common	Common Stock			08/17	7/2004	1			С		140,660(1)	A	(2)	142,65	53	I	I I	anderling  siomedical  co- nvestment und, L.P.
Common	Common Stock			08/17	7/2004	1			С		126,360(1)	A	(2)	269,01	13	I	I I	anderling siomedical co- nvestment und, L.P.
Common Stock			08/17/2004		1			С		105,300(1)	A	(2)	374,31	13	I	I I	anderling siomedical co- nvestment und, L.P.	
			Table I								posed of,			Owned		*		
1. Title of Derivative Security (Instr. 3)	e of 2. 3. Transaction attive Conversion Date Execution Date Execution Date if any		Date, Transaction		ection	5. Number on Derivative		6. Dat Expira (Mont	e Exe	rcisable and Date			8. Price of Derivative Security (Instr. 5)	deriva Securi Benefi Owned Follow Repor	ities icially d ving ted	10. Ownersh Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership t (Instr. 4)	
				İ	Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)			
	1								1									

Common Stock

Common Stock

Common Stock 41,335

10,023

2,215

(3)

(3)

(3)

(2)

(2)

(2)

0

0

0

D

D

D

Series A Convertible Preferred Stock

Series B Convertible Preferred Stock

Series C Convertible Preferred Stock (2)

(2)

(2)

08/17/2004

08/17/2004

08/17/2004

С

С

С

148,806

36,084

7,976

(3)

(3)

(3)

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Title of   2.   3. Transaction   3A. Deemed   4.   5. Number of   6. Date Exercisable and   7. Title and Amount   8. Price of   9. Number of   10.   12.														
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)		Transaction Derivative Code (Instr. Securities		6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Series D Convertible Preferred Stock	(2)	08/17/2004		С			5,002	(3)	(3)	Common Stock	1,389	(2)	0	D	
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		С			888	(3)	(3)	Common Stock	246	(2)	0	D	
Series A Convertible Preferred Stock	(2)	08/17/2004		С			1,561,354	(3)	(3)	Common Stock	433,709	(2)	0	I	Sanderling Venture Partners II, L.P.
Series B Convertible Preferred Stock	(2)	08/17/2004		С			823,950	(3)	(3)	Common Stock	228,875	(2)	0	I	Sanderling Venture Partners II, L.P.
Series C Convertible Preferred Stock	(2)	08/17/2004		С			190,530	(3)	(3)	Common Stock	52,925	(2)	0	I	Sanderling Venture Partners II, L.P.
Series D Convertible Preferred Stock	(2)	08/17/2004		С			119,472	(3)	(3)	Common Stock	33,186	(2)	0	I	Sanderling Venture Partners II, L.P.
Series A Convertible Preferred Stock	(2)	08/17/2004		С			603,903	(3)	(3)	Common Stock	167,750	(2)	0	I	Sanderling Managemen Limited, Cust. FBO Sanderling Ventures Limited, L.
Series B Convertible Preferred Stock	(2)	08/17/2004		С			316,622	(3)	(3)	Common Stock	87,950	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Sanderling Ventures Limited, L.
Series C Convertible Preferred Stock	(2)	08/17/2004		С			69,988	(3)	(3)	Common Stock	19,441	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Sanderling Ventures Limited, L
Series D Convertible Preferred Stock	(2)	08/17/2004		С			43,885	(3)	(3)	Common Stock	12,190	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Sanderling Ventures Limited, L
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		С			7,796	(3)	(3)	Common Stock	2,165	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Sanderling Ventures Limited, L
Series A Convertible Preferred Stock	(2)	08/17/2004		С			150,977	(3)	(3)	Common Stock	41,938	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Middleton- McNeil, L.
Series B Convertible Preferred Stock	(2)	08/17/2004		С			21,987	(3)	(3)	Common Stock	21,987	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Middleton- McNeil, L.
Series C Convertible Preferred Stock	(2)	08/17/2004		С			4,860	(3)	(3)	Common Stock	4,860	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Middleton McNeil, L
Series D Convertible Preferred Stock	(2)	08/17/2004		С			3,047	(3)	(3)	Common Stock	3,047	(2)	0	I	Sanderling Manageme Limited, Cust. FBO Middleton McNeil, L.

			Table II - Der (e.g	ivativ ., put	e Se s, ca	curii Ils, v	ties Acq warrants	uired, Dis <sub>l</sub> , options,	posed of, convertil	or Bene ble secu	eficially ( rities)	Owned			
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. Transa Code ( 8)		Deri Sec Acq or D	umber of vative urities uired (A) visposed of (Instr. 3, 4 5)	6. Date Exerc Expiration Day/\ (Month/Day/\	ate	7. Title and of Securit Underlyin Derivative (Instr. 3 and	ies g : Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		С			541	(3)	(3)	Common Stock	541	(2)	0	I	Sanderling Management Limited, Cust. FBO Middleton- McNeil, L.P.
Series C Convertible Preferred Stock	(2)	08/17/2004		С			297,636	(3)	(3)	Common Stock	297,636	(2)	0	I	Sanderling IV Biomedical Co- Investment Fund, L.P.
Series D Convertible Preferred Stock	(2)	08/17/2004		C			166,410	(3)	(3)	Common Stock	166,410	(2)	0	I	Sanderling IV Biomedical Co- Investment Fund, L.P.
Series E-2 Convertible Preferred Stock	(2)	08/17/2004		С			47,402	(3)	(3)	Common Stock	47,402	(2)	0	I	Sanderling IV Biomedical Co- Investment Fund, L.P.
Series C Convertible Preferred Stock	(2)	08/17/2004		С			478	(3)	(3)	Common Stock	478	(2)	0	I	Sanderling V Beteiligungs GmbH & Co. KG
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		С			33,455	(3)	(3)	Common Stock	33,455	(2)	0	I	Sanderling V Beteiligungs GmbH & Co. KG
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		С			28,882	(3)	(3)	Common Stock	28,882	(2)	0	I	Sanderling V Beteiligungs GmbH & Co. KG
Series E-2 Convertible Preferred Stock	(2)	08/17/2004		С			17,825	(3)	(3)	Common Stock	17,825	(2)	0	I	Sanderling V Beteiligungs GmbH & Co. KG
Series C Convertible Preferred Stock	(2)	08/17/2004		С			1,993	(3)	(3)	Common Stock	1,993	(2)	0	I	Sanderling V Biomedical Co- Investment Fund, L.P.
Series D-1 Convertible Preferred Stock	(2)	08/17/2004		С			139,397	(3)	(3)	Common Stock	139,397	(2)	0	I	Sanderling V Biomedical Co- Investment Fund, L.P.
Series D-2 Convertible Preferred Stock	(2)	08/17/2004		С			120,343	(3)	(3)	Common Stock	120,343	(2)	0	I	Sanderling V Biomedical Co- Investment Fund, L.P.
Series E-2 Convertible Preferred Stock	(2)	08/17/2004		С			74,273	(3)	(3)	Common Stock	74,273	(2)	0	I	Sanderling V Biomedical Co- Investment Fund, L.P.

## **Explanation of Responses:**

- 1. The number of shares of common stock received upon conversion of the reporting person's convertible preferred stock includes additional shares issued as a result of antidilution provisions triggered by the issuer's initial public offering.
- 2. Price is not applicable to conversion of preferred stock to common stock.
- 3. All series of the Issuer's Convertible Preferred Stock are convertible into common stock upon demand at any time.

### Remarks:

This is the first of two Form 4s filed by the reporting person on August 19, 2004.

/s/ Fred Middleton

08/18/2004

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.