

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>08/07/2013</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/09/2013</b>	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	08/07/2013		M <sup>(1)</sup>		29,248	A	\$4.1	811,520	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		F <sup>(2)</sup>		11,838	D	\$10.13	799,682	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		M <sup>(1)</sup>		149,849	A	\$3.36	949,531	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		F <sup>(2)</sup>		49,718	D	\$10.13	899,813	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		M <sup>(1)</sup>		75,759	A	\$1.98	975,572	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		F <sup>(2)</sup>		14,808	D	\$10.13	960,764	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	08/07/2013		M <sup>(1)</sup>		675	A	\$4.1	4,322	I	Sanderling VI Limited Partnership
Common Stock	08/07/2013		F <sup>(2)</sup>		273	D	\$10.13	4,049	I	Sanderling VI Limited Partnership

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/07/2013		M <sup>(1)</sup>		3,455	A	\$3.36	7,504	I	Sanderling VI Limited Partnership
Common Stock	08/07/2013		F <sup>(2)</sup>		1,146	D	\$10.13	6,358	I	Sanderling VI Limited Partnership
Common Stock	08/07/2013		M <sup>(1)</sup>		566	A	\$4.1	3,626	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	08/07/2013		F <sup>(2)</sup>		229	D	\$10.13	3,397	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	08/07/2013		M <sup>(1)</sup>		2,900	A	\$3.36	6,297	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	08/07/2013		F <sup>(2)</sup>		962	D	\$10.13	5,335	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock								88,072	D	
Common Stock								28,117	I	Sanderling Ventures Management VI
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.
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.

**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								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)	\$4.1	08/07/2013		M <sup>(1)</sup>			29,248	05/01/2012	05/01/2017	Common Stock	29,248	\$0	0	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock Warrant (right to buy)	\$3.36	08/07/2013		M <sup>(1)</sup>			149,849	05/07/2012	05/07/2017	Common Stock	149,849	\$0	0	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock Warrant (right to buy)	\$1.98	08/07/2013		M <sup>(1)</sup>			75,759	03/29/2013	03/29/2018	Common Stock	75,759	\$0	0	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock Warrant (right to buy)	\$4.1	08/07/2013		M <sup>(1)</sup>			675	05/01/2012	05/01/2017	Common Stock	675	\$0	0	I	Sanderling VI Limited Partnership
Common Stock Warrant (right to buy)	\$3.36	08/07/2013		M <sup>(1)</sup>			3,455	05/07/2012	05/07/2017	Common Stock	3,455	\$0	0	I	Sanderling VI Limited Partnership
Common Stock Warrant (right to buy)	\$4.1	08/07/2013		M <sup>(1)</sup>			566	05/01/2012	05/01/2017	Common Stock	566	\$0	0	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock Warrant (right to buy)	\$3.36	08/07/2013		M <sup>(1)</sup>			2,900	05/07/2012	05/07/2017	Common Stock	2,900	\$0	0	I	Sanderling VI Beteiligungs GmbH & Co. KG

**Explanation of Responses:**

- Corrects the transaction code included in the original Form 4, which should have been "M" ("Exercise or conversion of derivative security exempted pursuant to Rule 16b-3").
- Corrects the transaction code included in the original Form 4, which should have been "F" ("Payment of exercise price or tax liability by delivering or holding securities incident to receipt, exercise or vesting of a security issued in accordance with Rule 16b-3").

**Remarks:**

/s/ Karen W. Duros, Attorney-in-Fact      08/12/2013

\*\* 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.

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.