

Stereotaxis, Inc.
Form 4
August 24, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MIDDLETON FRED A

(Last) (First) (Middle)

400 SOUTH EL CAMINO
REAL, SUITE 1200

(Street)

SAN MATEO, CA 94402-1708

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Stereotaxis, Inc. [STXS]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock	08/22/2012		A	(A) Amount 11,471 (1)	\$ 0 45,564 (2)	D	
Common Stock					782,272 (2)	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock					28,117 (2)	I	Sanderling Ventures Management VI

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Common Stock	3,060 <u>(2)</u>	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	3,647 <u>(2)</u>	I	Sanderling VI Limited Partnership
Common Stock	78,135 <u>(2)</u>	I	Sanderling Venture Partners II, L.P.
Common Stock	1,500 <u>(2)</u>	I	Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock	53,275 <u>(2)</u>	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock	11,097 <u>(2)</u>	I	Sanderling V Beteiligungs GmbH & Co. KG
Common Stock	39,716 <u>(2)</u>	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	11,956 <u>(2)</u>	I	Sanderling V Limited Partnership
Common Stock	67,790 <u>(2)</u>	I	Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	22,451 <u>(2)</u>	I	Sanderling Venture Partners iV Co-Investment Fund
Common Stock	82 <u>(2)</u>	I	Sanderling Ventures Management V
Common Stock	79 <u>(2)</u>	I	Middleton McNeil

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