

Stereotaxis, Inc.  
Form 4  
August 24, 2012

**FORM 4**

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

OMB 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).

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

Retirement Trust

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

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**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MIDDLETON FRED A<br>400 SOUTH EL CAMINO REAL<br>SUITE 1200<br>SAN MATEO, CA 94402-1708 | X             |           |         |       |

## Signatures

/s/ Karen W. Duros, Attorney-in-Fact 08/24/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Grant of restricted stock units. Each restricted stock unit represents a right to receive one share of common stock. The restricted stock units vest one year from the date of grant or the date of the next shareholders' meeting, whichever is earlier.
- (2) The number of shares reflects the 1-for-10 reverse stock split of Stereotaxis, Inc.'s common stock on July 10, 2012.

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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