

Stereotaxis, Inc.
 Form 4
 December 09, 2014

FORM 4

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

OMB APPROVAL

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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)

**C/O STEREOTAXIS, INC., 4320
 FOREST PARK AVENUE, SUITE
 100**

(Street)

ST. LOUIS, MO 63108

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
12/05/2014

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)
			Code	V Amount (D) Price			
Common Stock	12/05/2014		S	600 D \$ 1.5	44,761	D	
Common Stock	12/09/2014		S	7,951 D 1.51	36,810	D	
Common Stock					1,256,402	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.

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Common Stock	40,673	I	Sanderling Ventures Management VI
Common Stock	6,358	I	Sanderling VI Limited Partnership
Common Stock	5,335	I	Sanderling VI Beteiligungs GmbH & Co. KG
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.
Common Stock	22,451	I	Sanderling Venture Partners IV Co-Investment Fund
Common Stock	82	I	Sanderling Ventures Management V

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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 (Instr. 6)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MIDDLETON FRED A
C/O STEREOTAXIS, INC.
4320 FOREST PARK AVENUE, SUITE 100
ST. LOUIS, MO 63108

X

Signatures

/s/ Karen W. Duros,
Attorney-in-Fact

12/09/2014

 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$1.50 to \$1.54, inclusive. The reporting person undertakes to provide to Stereotaxis, Inc., any security holder of Stereotaxis, Inc., or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.