

Stereotaxis, Inc.
Form 4
September 29, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

**400 SOUTH EL CAMINO REAL
STE 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)

09/27/2006

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	09/27/2006		X	480 A \$ 7.81	480	I	Sanderling II Limited Partnership
Common Stock	09/27/2006		F	358 ⁽¹⁾ D \$ 10.49	122	I	Sanderling II Limited Partnership
Common Stock	09/27/2006		X	16,805 A \$ 7.81	106,639	I	Sanderling V Beteiligungs GmbH & Co. KG
Common	09/27/2006		X	4,332 A \$ 7.81	110,971	I	Sanderling V

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Stock									Beteiligungs GmbH & Co. KG
Common Stock	09/27/2006	X	4,800	A	\$ 7.81	379,113	I		Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	18,051	A	\$ 7.81	397,164	I		Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	13,728	A	\$ 7.81	114,698	I		Sanderling V Limited Partnership
Common Stock	09/27/2006	X	4,868	A	\$ 7.81	119,566	I		Sanderling V Limited Partnership
Common Stock	09/27/2006	X	30,721	A	\$ 7.81	648,132	I		Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	29,774	A	\$ 7.81	677,906	I		Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	667	A	\$ 7.81	667	I		Sanderling Ventures Management V
Common Stock	09/27/2006	X	575	A	\$ 7.81	1,242	I		Sanderling Ventures Management V
Common Stock	09/27/2006	X	153,209	A	\$ 6.527	153,209	I		Sanderling Venture Partners VI Co-Investment Fund
Common Stock	09/27/2006	<u>J</u> ⁽²⁾	7,703	D	\$ 0	145,506	I		Sanderling Venture Partners VI Co-Investment Fund
Common Stock	09/27/2006	<u>J</u> ⁽²⁾	2,816	A	\$ 0	2,816	I		Sanderling VI Beteiligungs

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								GmbH & Co. KG
Common Stock	09/27/2006	<u>J(2)</u>	3,355	A	\$ 0	3,355	I	Sanderling VI Limited Partnership
Common Stock	09/27/2006	<u>J(2)</u>	1,532	A	\$ 0	1,532	I	Sanderling Ventures Management VI
Common Stock						149,586	D	
Common Stock						15,000	I	Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock						781,351	I	Sanderling Venture Partners II, L.P.
Common Stock						301,745	I	Sanderling Management Limited, FBO Sanderling Ventures Limited
Common Stock						532,758	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock						224,515	I	Sanderling Venture Partners IV Co-Investment Fund, L.P.

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X	480	11/21/2001	11/21/2006	Common Stock	480
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X	16,805	11/21/2001	11/21/2006	Common Stock	16,805
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X	4,800	11/21/2001	11/21/2006	Common Stock	4,800
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X	13,728	11/21/2001	11/21/2006	Common Stock	13,728
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X	30,721	11/21/2001	11/21/2006	Common Stock	30,721
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X	667	11/21/2001	11/21/2006	Common Stock	667
Series D-2 Common Stock Warrant	\$ 7.81	09/27/2006		X	4,332	12/17/2002	12/31/2007	Common Stock	4,332
Series D-2 Common	\$ 7.81	09/27/2006		X	18,051	12/17/2002	12/31/2007	Common Stock	18,051

Stock
Warrant

Series

D-2									
Common	\$ 7.81	09/27/2006	X	4,868	12/17/2002	12/31/2007	Common	4,868	

Stock
Warrant

Series

D-2								
Common	\$ 7.81	09/27/2006	X	29,774	12/17/2002	12/31/2007	Common	29,774

Stock
Warrant

Series

D-2								
Common	\$ 7.81	09/27/2006	X	575	12/17/2002	12/31/2007	Common	575

Stock
Warrant

Common

Stock	\$ 6.527	09/27/2006	X	153,209	(3)	11/28/2010	Common	153,209
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Warrant

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MIDDLETON FRED A
400 SOUTH EL CAMINO REAL STE 1200 X
SAN MATEO, CA 94402-1708

Signatures

/s/ Fred A.
Middleton 09/29/2006

__Signature of Date
Reporting Person

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) Payment of warrant exercise price by delivering securities.

(2) Immediately upon exercise of the common stock warrant representing 153,209 shares of common stock, 7,703 shares were transferred to related entities as described on this Form 4.

(3) Immediately.

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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