Stereotaxis, Inc.
Form 4
March 11, 2008

FORM 4

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

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
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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).

(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)
03/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/07/2008		P		474,860	A	$ 3.9	620,366	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock	03/07/2008		P		9,190	A	$ 3.9	12,006	I	Sanderling VI Beteiligungs GmbH & Co KG
Common Stock	03/07/2008		P		10,950	A	$ 3.9	14,305	I	Sanderling VI Limited Partnership

Common Stock	03/07/2008	P	5,000	A	$ 3.9	6,149	I	Sanderling Ventures Management VI
Common Stock						149,586	D	
Common Stock						781,351	I	Sanderling Venture Partners II, L.P.
Common Stock						15,000	I	Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock						532,758	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock						110,971	I	Sanderling V Beteiligungs GmbH & Co. KG
Common Stock						397,164	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock						119,566	I	Sanderling V Limited Partnership
Common Stock						677,906	I	Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock						224,515	I	Sanderling Venture Partners IV Co-Investment Fund
Common Stock						828	I	Sanderling Ventures Management V
Common Stock						797	I	Middleton 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 400 SOUTH EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708	X	X		

Signatures

/s/ Fred A. Middleton	03/11/2008
**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).

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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