

Stereotaxis, Inc.
Form 4
March 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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
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)
03/11/2008

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	03/11/2008		P		600	A	\$ 3.4 150,186 D
Common Stock	03/11/2008		P		100	A	\$ 3.41 150,286 D
Common Stock	03/11/2008		P		1,400	A	\$ 3.42 151,686 D
Common Stock	03/11/2008		P		2,100	A	\$ 3.43 153,786 D
Common Stock	03/11/2008		P		2,000	A	\$ 3.44 155,786 D

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Common Stock	03/11/2008	P	500	A	\$ 3.46	156,286	D	
Common Stock	03/11/2008	P	3,000	A	\$ 3.47	159,286	D	
Common Stock	03/11/2008	P	100	A	\$ 3.49	159,386	D	
Common Stock	03/11/2008	P	1,800	A	\$ 3.5	161,186	D	
Common Stock	03/11/2008	P	6,700	A	\$ 3.51	167,886	D	
Common Stock	03/11/2008	P	300	A	\$ 3.515	168,186	D	
Common Stock	03/11/2008	P	1,400	A	\$ 3.52	169,586	D	
Common Stock	03/11/2008	P	800	A	\$ 3.53	170,386	D	
Common Stock	03/11/2008	P	2,300	A	\$ 3.54	172,686	D	
Common Stock	03/11/2008	P	700	A	\$ 3.55	173,386	D	
Common Stock						620,366	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock						12,006	I	Sanderling VI Beteiligungs GmbH & Co KG
Common Stock						14,305	I	Sanderling VI Limited Partnership
Common Stock						6,149	I	Sanderling Ventures Management VI
Common Stock						781,351	I	Sanderling Venture Partners II, L.P.
Common Stock						15,000	I	Sanderling Mgmt. LLC 401K Pension

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
Common Stock					532,758	I	Profit Sharing Plan 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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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own 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

03/13/2008

**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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