

Stereotaxis, Inc.  
Form 4  
August 19, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, 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)  
08/18/2010

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	(A) or (D)	Price \$	
Common Stock	08/18/2010		P		26,000	A	3.25 <u>(1)</u>	
Common Stock					1,581,607	I		Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock					30,609	I		Sanderling VI Beteiligungs GmbH & Co KG

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Common Stock	36,470	I	Sanderling VI Limited Partnership
Common Stock	16,116	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 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.
Coimmon Stock	224,515	I	Sanderling Venture Partners IV Co-Investment Fund
Common Stock	828	I	Sanderling Ventures Management V
	797	I	

Common  
Stock

Middleton  
McNeil  
Retirement  
Trust

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

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(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 (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 Owned Following Transaction (Instr. 5)
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## 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

08/19/2010

\*\*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)

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The reported price is the net price per share paid by the reporting person after adjustment for a broker's error. The trades were executed by the broker at a weighted average purchase price of \$3.75 per share for multiple transactions in which the purchase prices ranged from \$3.55 to \$3.86 per share. The reporting person undertakes to provide full information regarding the number of shares purchased at each separate purchase price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

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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