

Stereotaxis, Inc.
 Form 4
 November 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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, SUITE 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)
 11/14/2013

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | Price |

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 Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------|------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | | | | |
| Subscription Rights (rights to buy) ⁽¹⁾ | \$ 3 | 11/15/2013 | S | 9,702 | | 10/31/2013 | 11/21/2013 | Common Stock | 3,220 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 1,417 | | 10/31/2013 | 11/21/2013 | Common Stock | 470 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 654 | | 10/31/2013 | 11/21/2013 | Common Stock | 210 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 1,551 | | 10/31/2013 | 11/21/2013 | Common Stock | 510 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 1,975 | | 10/31/2013 | 11/21/2013 | Common Stock | 650 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 348 | | 10/31/2013 | 11/21/2013 | Common Stock | 110 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 323 | | 10/31/2013 | 11/21/2013 | Common Stock | 100 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 1,156 | | 10/31/2013 | 11/21/2013 | Common Stock | 380 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 2 | | 10/31/2013 | 11/21/2013 | Common Stock | 0 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 41,332 | | 10/31/2013 | 11/21/2013 | Common Stock | 13,700 |

| | | | | | | | | |
|---|------|------------|---|-------|------------|------------|--------------|------|
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 295 | 10/31/2013 | 11/21/2013 | Common Stock | 98 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 247 | 10/31/2013 | 11/21/2013 | Common Stock | 82 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 9 | 10/31/2013 | 11/21/2013 | Common Stock | 3 |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 3 | 11/14/2013 | S | 3,307 | 10/31/2013 | 11/21/2013 | Common Stock | 1,10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MIDDLETON FRED A 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402-1708 | X | | | |

Signatures

/s/ Karen Witte Duros,
Attorney-in-Fact

11/18/2013

⁽¹⁾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 Company issued to each holder of record, as of October 31, 2013, and certain warrant holders, subscription rights to acquire shares of (1) common stock of Stereotaxis, Inc. in accordance with a prospectus dated October 29, 2013. Each subscription right entitles the holder to purchase one-third of a share of Stereotaxis, Inc. common stock.

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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