

Stereotaxis, Inc.
Form 4
December 31, 2008

FORM 4

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

OMB APPROVAL

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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)
12/29/2008

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/29/2008 | | P | | 961,241 | A | \$ 4.64 | 1,581,607 | I | Sanderling Venture Partners VI Co-Investment Fund, L.P. |
| Common Stock | 12/29/2008 | | P | | 18,603 | A | \$ 4.64 | 30,609 | I | Sanderling VI Beteiligungs GmbH & Co KG |
| Common Stock | 12/29/2008 | | P | | 22,165 | A | \$ 4.64 | 36,470 | I | Sanderling VI Limited Partnership |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|--|
| Common Stock | 12/29/2008 | P | 10,121 | A | \$ 4.64 | 16,270 | 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. |
| 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 |

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Common
Stock

221,786 D

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|-----|--|------------------|---|-----------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | | Expiration Date |
| Common Stock Warrants (Right to Buy) | \$ 4.64 | 12/29/2008 | | P | | 1,631,626 | | 07/01/2009 | 07/01/2014 | Common Stock | 1,631,626 |
| Common Stock Warrants (Right to Buy) | \$ 4.64 | 12/29/2008 | | P | | 31,577 | | 07/01/2009 | 07/01/2014 | Common Stock | 31,577 |
| Common Stock Warrants (Right to Buy) | \$ 4.64 | 12/29/2008 | | P | | 37,623 | | 07/01/2009 | 07/01/2014 | Common Stock | 37,623 |
| Common Stock Warrants (Right to Buy) | \$ 4.64 | 12/29/2008 | | P | | 728,926 | | 07/01/2009 | 07/01/2014 | Common Stock | 728,926 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
| X | X | | |

