

Stereotaxis, Inc.  
 Form 4  
 November 18, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**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)  
 11/17/2008

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 (D) or Price (A)   |  |   |         |   |   |
| Common Stock                    | 11/17/2008                           |  | P                              |   | 11,915<br><u>(1)</u>  | A  | \$ 2,688<br><u>(1)</u>                                | 221,493 | D |   |
| Common Stock                    | 11/18/2008                           |  | P                              |   | 293   | A  | \$ 3  | 221,786 | D |   |
| Common Stock                    |                                      |  |                                |   |   |  |   | 620,366 | I | Sanderling Venture Partners VI Co-Investment Fund, L.P. |
| Common                          |                                      |  |                                |   |   |  |   | 12,006  | I | Sanderling VI   |

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|              |         |   |  |  |
|--------------|---------|---|--|--|
| Stock        |         |   |  | 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 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      |
|              | 828     | I |  |  |

|                 |  |  |     |  |   |  |  |
|-----------------|--|--|-----|--|---|--|--|
| Common<br>Stock |  |  |     |  |   |  | Sanderling<br>Ventures<br>Management V     |
| Common<br>Stock |  |  | 797 |  | I |  | Middleton<br>McNeil<br>Retirement<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

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

## Signatures

/s/ Fred A.  
Middleton  
11/18/2008

\*\*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).

The reported price is the weighted average purchase price per share for 62 transactions in which the purchase prices ranged from \$2.50 to (1) \$2.70 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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