

Stereotaxis, Inc.
Form 4
August 16, 2007

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)
06/21/2007

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	06/21/2007		S		122	D	\$ 12.04	0	I	Sanderling II Limited Partnership
Common Stock	08/14/2007		J ⁽¹⁾		301,745	D	2	0	I	Sanderling Management Limited, FBO Sanderling Ventures Limited
Common Stock								781,351	I	Sanderling Venture Partners II,

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				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	224,515	I	Sanderling Venture Partners IV 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	1,242	I	Sanderling Ventures Management V	
Common Stock	145,506	I	Sanderling Venture Partners VI Co-Investment Fund	
Common Stock	2,816	I	Sanderling VI Beteiligungs GmbH & Co KG	
Common Stock	3,355	I	Sanderling VI Limited	

Common Stock		1,532	I	Partnership Sanderling Ventures Management VI
Common Stock		149,586	D	

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

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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 Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MIDDLETON FRED A
400 SOUTH EL CAMINO REAL STE 1200 X
SAN MATEO, CA 94402-1708

Signatures

/s/ Fred A. Middleton
Date: 08/16/2007

**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) Sanderling Management Limited, FBO Sanderling Ventures Limited distributed 301,745 shares of the issuer's common stock in a pro rata distribution to its partners on August 14, 2007.
- (2) Price is not applicable to acquisitions and distributions of portfolio securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.