

Stereotaxis, Inc.
Form 4
June 16, 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)
06/13/2008

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)
				(A) or (D)	Price		
Common Stock	06/13/2008		P	A	\$ 5.07	198,086	D
Common Stock	06/13/2008		P	A	\$ 5.08	198,286	D
Common Stock	06/13/2008		P	A	\$ 5.09	198,386	D
Common Stock	06/13/2008		P	A	\$ 5.1	199,186	D
Common Stock	06/13/2008		P	A	\$ 5.11	209,386	D

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Common Stock	06/13/2008	P	92	A	\$ 5.12	209,478	D	
Common Stock	06/13/2008	P	100	A	\$ 5.13	209,578	D	
Common Stock	06/13/2008	P	8	A	\$ 5.14	209,586	D	
Common Stock						620,366	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.
Common Stock						12,006	I	Sanderling VI 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

Common Stock	677,906	I	Partnership 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

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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Signatures

/s/ Fred A. 06/16/2008
Middleton

 **Signature of Date
Reporting Person

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).

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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