

Stereotaxis, Inc.  
Form 4  
March 13, 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)  
03/11/2008

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		
			Code	V	Amount		
Common Stock	03/11/2008		P		600	A	\$ 3.4 150,186 D
Common Stock	03/11/2008		P		100	A	\$ 3.41 150,286 D
Common Stock	03/11/2008		P		1,400	A	\$ 3.42 151,686 D
Common Stock	03/11/2008		P		2,100	A	\$ 3.43 153,786 D
Common Stock	03/11/2008		P		2,000	A	\$ 3.44 155,786 D

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Common Stock	03/11/2008	P	500	A	\$ 3.46	156,286	D	
Common Stock	03/11/2008	P	3,000	A	\$ 3.47	159,286	D	
Common Stock	03/11/2008	P	100	A	\$ 3.49	159,386	D	
Common Stock	03/11/2008	P	1,800	A	\$ 3.5	161,186	D	
Common Stock	03/11/2008	P	6,700	A	\$ 3.51	167,886	D	
Common Stock	03/11/2008	P	300	A	\$ 3.515	168,186	D	
Common Stock	03/11/2008	P	1,400	A	\$ 3.52	169,586	D	
Common Stock	03/11/2008	P	800	A	\$ 3.53	170,386	D	
Common Stock	03/11/2008	P	2,300	A	\$ 3.54	172,686	D	
Common Stock	03/11/2008	P	700	A	\$ 3.55	173,386	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 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

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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