Stereotaxis, Inc. Form 4 November 15, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * MIDDLETON FRED A

(First) (Middle)

2. Transaction Date 2A. Deemed

400 SOUTH EL CAMINO REAL, SUITE 1200

(Street)

2. Issuer Name and Ticker or Trading Symbol

Stereotaxis, Inc. [STXS] 3. Date of Earliest Transaction

(Month/Day/Year) 11/13/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

below)

X_ Director

Officer (give title

Issuer

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

5. Amount of

Securities

SAN MATEO, CA 94402-1708

(City) (State) (Zip)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if

Code (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	563	10/31/2013	11/21/2013	Common Stock	18′
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	260	10/31/2013	11/21/2013	Common Stock	86
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	617	10/31/2013	11/21/2013	Common Stock	20:
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	785	10/31/2013	11/21/2013	Common Stock	26
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	138	10/31/2013	11/21/2013	Common Stock	46
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	129	10/31/2013	11/21/2013	Common Stock	43
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	460	10/31/2013	11/21/2013	Common Stock	150
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	1	10/31/2013	11/21/2013	Common Stock	0
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013		S	16,440	10/31/2013	11/21/2013	Common Stock	5,48
	\$ 3	11/13/2013		S	117	10/31/2013	11/21/2013		39

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Subscription Rights (right to buy) (1)							Common Stock	
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013	S	98	10/31/2013	11/21/2013	Common Stock	32
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013	S	4	10/31/2013	11/21/2013	Common Stock	1
Subscription Rights (right to buy) (1)	\$ 3	11/13/2013	S	1,315	10/31/2013	11/21/2013	Common Stock	438

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
MIDDLETON FRED A 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402-1708	X					

Signatures

/s/ Karen Witte Duros,
Attorney-in-Fact

**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 Company issued to each holder of record, as of October 31, 2013, and certain warrant holders, subscription rights to acquire shares of common stock of Stereotaxis, Inc. in accordance with a prospectus dated October 29, 2013. Each subscription right entitles the holder to purchase one-third of a share of Stereotaxis, Inc. common stock.

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.

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