Stereotaxis, Inc. Form 4 November 22, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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

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obligations may continue.

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

See Instruction

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

(First) (Middle)

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)

11/20/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN MATEO, CA 94402-1708

(City)

(State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

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

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Security or Exercise any Code Securities (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 Sha
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	12,502	10/31/2013	11/21/2013	Common Stock	4,16
Subscription Rights (right to buy) (1)	\$ 3	11/20/2013		S	16,080	10/31/2013	11/21/2013	Common Stock	5,36
Subscription Rights (right to buy) (1)	\$3	11/21/2013		S	605	10/31/2013	11/21/2013	Common Stock	20
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	1,436	10/31/2013	11/21/2013	Common Stock	47
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	1,827	10/31/2013	11/21/2013	Common Stock	609
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	322	10/31/2013	11/21/2013	Common Stock	10′
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	299	10/31/2013	11/21/2013	Common Stock	99
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	1,070	10/31/2013	11/21/2013	Common Stock	350
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	2	10/31/2013	11/21/2013	Common Stock	0
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013		S	38,256	10/31/2013	11/21/2013	Common Stock	12,7

Subscription Rights (right to buy) (1)	\$ 3	11/21/2013	S	273	10/31/2013	11/21/2013	Common Stock	91
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013	S	229	10/31/2013	11/21/2013	Common Stock	76
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013	S	9	10/31/2013	11/21/2013	Common Stock	3
Subscription Rights (right to buy) (1)	\$ 3	11/21/2013	S	2,849	10/31/2013	11/21/2013	Common Stock	94

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	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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