Stereotaxis, Inc. Form 4 December 09, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

Form filed by More than One Reporting

Person

Expires: January 31, 2005
Estimated average

OMB APPROVAL

3235-0287

Estimated average burden hours per response... 0.5

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

obligations

may continue.

SECURITIES

Filed appropriate Section 1(4) of the Secretic Fredomic Act of 1024

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MIDDLETON FRED A Issuer Symbol Stereotaxis, Inc. [STXS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify C/O STEREOTAXIS, INC., 4320 12/05/2014 below) FOREST PARK AVENUE, SUITE 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

ST. LOUIS, MO 63108

Stock

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect Beneficial (Instr. 3) Code (D) Beneficially Form: Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) (Instr. 4) **Following** or Indirect Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) Common 12/05/2014 S 600 D \$ 1.5 44,761 D Stock \$ Common 12/09/2014 S 1.51 D 7,951 D 36,810 Stock (1) Sanderling Venture Common 1,256,402 Ι Partners VI

Co-Investment Fund, L.P.

Edgar Filing: Stereotaxis, Inc. - Form 4

Common Stock	40,673	I	Sanderling Ventures Management VI
Common Stock	6,358	I	Sanderling VI Limited Partnership
Common Stock	5,335	I	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	1,500	I	Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock	53,275	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock	11,097	I	Sanderling V Beteiligungs GmbH & Co. KG
Common Stock	39,716	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	11,956	I	Sanderling V Limited Partnership
Common Stock	67,790	I	Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	22,451	I	Sanderling Venture Partners IV Co-Investment Fund
Common Stock	82	I	Sanderling Ventures Management V

Edgar Filing: Stereotaxis, Inc. - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MIDDLETON FRED A
C/O STEREOTAXIS, INC.
4320 FOREST PARK AVENUE, SUITE 100
ST. LOUIS, MO 63108

Signatures

/s/ Karen W. Duros, Attorney-in-Fact

**Signature of Reporting Person Dat

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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$1.50 to \$1.54, inclusive. The reporting person undertakes to provide to Stereotaxis, Inc., any security holder of Stereotaxis, Inc., or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.

Reporting Owners 3