#### Edgar Filing: Stereotaxis, Inc. - Form 4

Stereotaxis, Inc. Form 4							
June 07, 2013							
FORM 4 UNITEI		CURITIES AND EXCHANG Washington, D.C. 20549	E COMMISSION	OMB APPROVAL OMB 3235-0287 Number:			
Subject to Section 16. Form 4 or Form 5 Filed pu	MENT OF CH ursuant to Sectio 7(a) of the Publi	ANGES IN BENEFICIAL ( SECURITIES on 16(a) of the Securities Exch to Utility Holding Company A the Investment Company Act of	ange Act of 1934, ct of 1935 or Section	Expires:January 31, 2005Estimated average burden hours per response0.5			
(Print or Type Responses)							
1. Name and Address of Reportin MIDDLETON FRED A	Sym		5. Relationship of Issuer	Reporting Person(s) to			
(Last) (First)		eotaxis, Inc. [STXS] ate of Earliest Transaction	(Check	k all applicable)			
400 SOUTH EL CAMINO REAL, SUITE 1200	(Mor	nth/Day/Year) 05/2013	X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) SAN MATEO, CA 94402-	Filed	Amendment, Date Original d(Month/Day/Year)	Applicable Line) _X_ Form filed by C	int/Group Filing(Check One Reporting Person fore than One Reporting			
	(7.)		Person				
(City) (State)		Table I - Non-Derivative Securities		•			
1.Title of Security (Instr. 3)2. Transaction Data (Month/Day/Year)		Code (D)	SecuritiesOwnBeneficiallyFormOwnedDirectorFollowingor InReported(I)Transaction(s)(Inst. 3 and 4)	7. Nature of nership Indirect Beneficial m: Ownership ect (D) (Instr. 4) ndirect tr. 4)			
Common 06/05/2013		12,000					
Stock Common Stock		A <u>(1)</u> A \$0	782,272 I	Sanderling Venture Partners VI Co-Investment Fund, L.P.			
Common Stock			28,117 I	Sanderling Ventures Management VI			

Common Stock	3,060	Ι	Sanderling VI Beteiligungs GmbH & Co. KG
Common Stock	3,647	I	Sanderling VI Limited Partnership
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	Ι	Sanderling V Beteiligungs GmbH & Co. KG
Common Stock	39,716	Ι	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	Ι	Sanderling Venture Partners IV Co-Investment Fund
Common Stock	82	I	Sanderling Ventures Management V
Common Stock	79	Ι	Middleton McNeil Retirement Trust

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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.

 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 Exer	cisable and	7. Title a	ind	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	s	(Instr. 5)	Bene
	Derivative		· · · ·		Securities			(Instr. 3	and 4)	, í	Owne
	Security				Acquired			<b>X</b>			Follo
	~~~~				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(III3ti
					× /						
					4, and 5)						
								А	mount		
								or			
						Date	Expiration				
						Exercisable	Date		umber		
								of			

Code V (A) (D)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
F	Director	10% Owner	Officer	Other
MIDDLETON FRED A 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402-1708	Х			
Signatures				
/s/ Karen W. Duros, Attorney-in-Fact	06	5/07/2013		

# \*\*Signature of 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).

Date

(1) Grant of restricted share units. Each restricted share unit represents a right to receive one share of common stock. The restricted share units vest one year from the date of grant or the date of the next shareholders' meeting, whichever is earlier.

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.

Shares