Stereotaxis, Inc. Form 4 March 11, 2008

FORM 4

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

Check this box

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

obligations may continue. See Instruction 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(b).

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to MIDDLETON FRED A Issuer Symbol Stereotaxis, Inc. [STXS] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ Director _X__ 10% Owner Officer (give title __ Other (specify 400 SOUTH EL CAMINO REAL 03/07/2008 below) STE 1200 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN MATEO, CA 94402-1708

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securitie. on(A) or Disp (Instr. 3, 4 a	osed c	of (D)	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)	
Common Stock	03/07/2008		P	474,860	A	\$ 3.9	620,366	I	Sanderling Venture Partners VI Co-Investment Fund, L.P.	
Common Stock	03/07/2008		P	9,190	A	\$ 3.9	12,006	I	Sanderling VI Beteiligungs GmbH & Co KG	
Common Stock	03/07/2008		P	10,950	A	\$ 3.9	14,305	I	Sanderling VI Limited Partnership	

Edgar Filing: Stereotaxis, Inc. - Form 4

Common Stock	03/07/2008	P	5,000	A	\$ 3.9	6,149	I	Sanderling Ventures Management VI
Common Stock						149,586	D	
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.

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)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exerc Expiration D	ate	7. Title	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any (Month/Day/Voor)	Code	of Dorivotive	(Month/Day/	r ear)	Underl	, ,	Security (Instr. 5)	Secui
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securit	and 4)	(Instr. 5)	Bene
	Security				Acquired			(mstr.	3 and 4)		Owne Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						D.	г		or		
						Date Exercisable	Expiration Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

SAN MATEO, CA 94402-1708

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MIDDLETON FRED A							
400 SOUTH EL CAMINO REAL STE 1200	X	X					

Signatures

/s/ Fred A. 03/11/2008 Middleton

**Signature of Date
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).

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