

Stereotaxis, Inc.
Form 4
September 29, 2006

FORM 4

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

OMB APPROVAL

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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. Name and Address of Reporting Person *
MIDDLETON FRED A

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL
STE 1200

(Street)

SAN MATEO, CA 94402-1708

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Stereotaxis, Inc. [STXS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/27/2006		X		480	A	\$ 7.81 480	Sanderling II Limited Partnership
Common Stock	09/27/2006		F		358 ⁽¹⁾	D	\$ 10.49 122	Sanderling II Limited Partnership
Common Stock	09/27/2006		X		16,805	A	\$ 7.81 106,639	Sanderling V Beteiligungs GmbH & Co. KG
Common Stock	09/27/2006		X		4,332	A	\$ 7.81 110,971	Sanderling V

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Stock								Beteiligungs GmbH & Co. KG
Common Stock	09/27/2006	X	4,800	A	\$ 7.81	379,113	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	18,051	A	\$ 7.81	397,164	I	Sanderling V Biomedical Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	13,728	A	\$ 7.81	114,698	I	Sanderling V Limited Partnership
Common Stock	09/27/2006	X	4,868	A	\$ 7.81	119,566	I	Sanderling V Limited Partnership
Common Stock	09/27/2006	X	30,721	A	\$ 7.81	648,132	I	Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	29,774	A	\$ 7.81	677,906	I	Sanderling Venture Partners V Co-Investment Fund, L.P.
Common Stock	09/27/2006	X	667	A	\$ 7.81	667	I	Sanderling Ventures Management V
Common Stock	09/27/2006	X	575	A	\$ 7.81	1,242	I	Sanderling Ventures Management V
Common Stock	09/27/2006	X	153,209	A	\$ 6.527	153,209	I	Sanderling Venture Partners VI Co-Investment Fund
Common Stock	09/27/2006	<u>J</u> ⁽²⁾	7,703	D	\$ 0	145,506	I	Sanderling Venture Partners VI Co-Investment Fund
Common Stock	09/27/2006	<u>J</u> ⁽²⁾	2,816	A	\$ 0	2,816	I	Sanderling VI Beteiligungs

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Common Stock	Date	Code	Quantity	Exercise Price	Value	Category	Entity
Common Stock	09/27/2006	J ⁽²⁾	3,355	\$ 0	3,355	I	GmbH & Co. KG Sanderling VI Limited Partnership
Common Stock	09/27/2006	J ⁽²⁾	1,532	\$ 0	1,532	I	Sanderling Ventures Management VI
Common Stock					149,586	D	
Common Stock					15,000	I	Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan
Common Stock					781,351	I	Sanderling Venture Partners II, L.P.
Common Stock					301,745	I	Sanderling Management Limited, FBO Sanderling Ventures Limited
Common Stock					532,758	I	Sanderling IV Biomedical Co-Investment Fund, L.P.
Common Stock					224,515	I	Sanderling Venture Partners IV Co-Investment Fund, L.P.

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X		480		11/21/2001	11/21/2006	Common Stock	480
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X		16,805		11/21/2001	11/21/2006	Common Stock	16,805
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X		4,800		11/21/2001	11/21/2006	Common Stock	4,800
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X		13,728		11/21/2001	11/21/2006	Common Stock	13,728
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X		30,721		11/21/2001	11/21/2006	Common Stock	30,721
Series D-1 Common Stock Warrant	\$ 7.81	09/27/2006		X		667		11/21/2001	11/21/2006	Common Stock	667
Series D-2 Common Stock Warrant	\$ 7.81	09/27/2006		X		4,332		12/17/2002	12/31/2007	Common Stock	4,332
Series D-2 Common	\$ 7.81	09/27/2006		X		18,051		12/17/2002	12/31/2007	Common Stock	18,051

Stock Warrant									
Series D-2									
Common Stock	\$ 7.81	09/27/2006	X	4,868	12/17/2002	12/31/2007	Common Stock	4,868	
Warrant									
Series D-2									
Common Stock	\$ 7.81	09/27/2006	X	29,774	12/17/2002	12/31/2007	Common Stock	29,774	
Warrant									
Series D-2									
Common Stock	\$ 7.81	09/27/2006	X	575	12/17/2002	12/31/2007	Common Stock	575	
Warrant									
Common Stock	\$ 6.527	09/27/2006	X	153,209	(3)	11/28/2010	Common Stock	153,209	
Warrant									

Reporting Owners

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

Signatures

/s/ Fred A.
Middleton

09/29/2006

__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).
- (1) Payment of warrant exercise price by delivering securities.
- (2) Immediately upon exercise of the common stock warrant representing 153,209 shares of common stock, 7,703 shares were transferred to related entities as described on this Form 4.
- (3) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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