

Stereotaxis, Inc.  
 Form 4  
 November 22, 2013

**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, SUITE 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)  
 11/20/2013

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		12,502	10/31/2013	11/21/2013	Common Stock	4,16
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/20/2013	S		16,080	10/31/2013	11/21/2013	Common Stock	5,36
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		605	10/31/2013	11/21/2013	Common Stock	20
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		1,436	10/31/2013	11/21/2013	Common Stock	47
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		1,827	10/31/2013	11/21/2013	Common Stock	60
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		322	10/31/2013	11/21/2013	Common Stock	10
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		299	10/31/2013	11/21/2013	Common Stock	99
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		1,070	10/31/2013	11/21/2013	Common Stock	35
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		2	10/31/2013	11/21/2013	Common Stock	0
Subscription Rights (right to buy) <sup>(1)</sup>	\$ 3	11/21/2013	S		38,256	10/31/2013	11/21/2013	Common Stock	12,7

