

Stereotaxis, Inc.
 Form 4
 November 22, 2005

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)
11/18/2005

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 | 11/18/2005 | | P | 3,800 A \$ 6.32 | 151,575 | D | |
| Common Stock | | | | | 8,172 | I | Sanderling Mgmt. LLC 401K Pension Profit Sharing Plan |
| Common Stock | | | | | 78,351 | I | Sanderling Venture Partners II, L.P. |
| Common | | | | | 301,745 | I | Sanderling |

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| | | | | | | |
|--------------|--|---------|---|--|--|---|
| Stock | | | | | | Management Limited, FBO Sanderling Ventures Limited, L.P. |
| Common Stock | | 532,758 | I | | | Sanderling IV Biomedical Co-Investment Fund, L.P. |
| Common Stock | | 89,834 | I | | | Sanderling V Beteiligungs GmbH & Co. KG |
| Common Stock | | 374,313 | I | | | Sanderling V Biomedical Co-Investment Fund, L.P. |
| Common Stock | | 100,970 | I | | | Sanderling V Limited Partnership |
| Common Stock | | 224,515 | I | | | Sanderling Venture Partners IV Co-Investment Fund, L.P. |
| Common Stock | | 617,411 | I | | | Sanderling Ventures Partners V Co-Investment Fund, L.P. |
| Common Stock | | 25,487 | I | | | Sanderling Ventures Management V |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

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| | | | |
|------------------------|---|------------------|---|
| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4) | Own Follo Repo Trans (Instr |
| | Code V (A) (D) Date | Expiration Date | Title |
| | | Exercisable | Amount or Number of Shares |

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

11/22/2005

__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).

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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