

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MPM BIOVENTURES III-QP L.P.</u> (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>200 CLARENDON ST., 54TH FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EnteroMedics Inc [ETRM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Warrant (Right to Buy)	\$2.15	09/30/2010		P		704,607 ⁽¹⁾		(2)(4)	(2)	Common Stock	704,607	\$0.125	704,607	I	See footnote ⁽¹⁾
Series A Non-Voting Convertible Preferred Stock	(3)	09/30/2010		P		704,607 ⁽⁵⁾		(3)(4)	(3)	Common Stock	704,607	\$1.72	704,607	I	See footnote ⁽⁵⁾

1. Name and Address of Reporting Person*
MPM BIOVENTURES III-QP L.P.
 (Last) (First) (Middle)
C/O MPM ASSET MANAGEMENT
200 CLARENDON ST., 54TH FLOOR
 (Street)
BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MPM BIOVENTURES III PARALLEL FUND, L.P.
 (Last) (First) (Middle)
C/O MPM ASSET MANAGEMENT
200 CLARENDON ST., 54TH FLOOR
 (Street)
BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MPM BIOVENTURES III GMBH & CO. Beteiligungs KG

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
200 CLARENDON ST., 54TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MPM BIOVENTURES III L.P.

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
200 CLARENDON ST., 54TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MPM BIOVENTURES III GP L.P.

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
200 CLARENDON ST., 54TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MPM BIOVENTURES III LLC

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
200 CLARENDON ST., 54TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MPM ASSET MANAGEMENT INVESTORS
2002 BVIII LLC

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
200 CLARENDON ST., 54TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. The Warrants were purchased and are held as follows: 586,338 by MPM BioVentures III QP, L.P. ("BV III QP"), 39,423 by MPM BioVentures III, L.P. ("BV III"), 11,584 by MPM Asset Management Investors 2002 BVIII LLC ("AM 2002"), 17,714 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 49,548 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general partners of BV III QP, BV III, BV Parallel and BV KG. Luke Evinin, Ansbert Gadick, Nicholas Galakatos, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are the Series A members of MPM III LLC and the managers of AM 2002. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein. Mr. Evinin is a director of the Issuer and files Section 16 reports separately.

2. The Warrant exercise period (the "Exercise Period") shall begin on the later to occur of (a) the date that is 181 days from the date of the issuance of the Warrant and (b) the date on which the Equity Offering (as defined in Securities Purchase Agreement dated September 30, 2010 by and between the Issuer and the Purchasers) commences, and shall end on the fifth anniversary of the date on which the Exercise Period begins.

3. The Series A Non-Voting Convertible Preferred Stock is convertible into Common Stock at any time on a one-for-one basis, and has no expiration date.

4. No Reporting Person shall be permitted to convert an amount of Convertible Preferred Stock or exercise the Warrants for an amount of Common Stock that would result in such holder owning more than 19.99% of the Issuer's Common Stock outstanding after such conversion and/or exercise.

5. The shares were purchased and are held as follows: 586,338 by BV III QP, 39,423 by BV III, 11,584 by AM 2002, 17,714 by BV Parallel and 49,548 by BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

Remarks:

See Form 4 for Ansbert Gadick for additional members of this joint filing.

/s/ Luke Evinin, Series A
Member of MPM BioVentures

10/04/2010

<u>III LLC, the general partner of MPM BioVentures III GP, LP, the general partner of MPM BioVentures III QP, LP</u>	
<u>/s/ Luke Evin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, LP, the general partner of MPM BioVentures III Parallel Fund, LP</u>	<u>10/04/2010</u>
<u>/s/ Luke Evin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, LP, in its capacity as the Managing Limited Partner of MPM BioVentures III GmbH & Co. Beteiligungs KG</u>	<u>10/04/2010</u>
<u>/s/ Luke Evin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, LP, the general partner of MPM BioVentures III, LP</u>	<u>10/04/2010</u>
<u>/s/ Luke Evin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, LP</u>	<u>10/04/2010</u>
<u>/s/ Luke Evin, Series A Member of MPM BioVentures III LLC</u>	<u>10/04/2010</u>
<u>/s/ Luke Evin, manager of MPM Asset Management Investors 2002 BVIII LLC</u>	<u>10/04/2010</u>
** Signature of Reporting Person	Date

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

* 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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