

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
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1. Name and Address of Reporting Person* <u>GOLDFISCHER CARL</u> (Last) (First) (Middle) <u>2800 PATTON ROAD</u> (Street) <u>ST. PAUL MN 55113</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	05/25/2017		S		4,571 ⁽²⁾	D	\$4.85 ⁽¹⁾	0	I	See footnote. ⁽³⁾
Common Stock	05/25/2017		S		97 ⁽²⁾	D	\$4.85 ⁽¹⁾	0	I	See footnote. ⁽⁴⁾

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$4.75 to \$5.00. The Reporting Person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.
- This amendment is filed to correct the transaction code to note that shares sold were disposed of rather than acquired.
- Represents shares held by Bay City Capital Fund IV, L.P. ("Fund IV"), including the shares held by Dr. Goldfischer; and indirect interests of Bay City Capital LLC ("BCC"), the manager of Bay City Capital Management IV LLC ("Management IV"), and Management IV, the general partner of Fund IV. Dr. Goldfischer is Managing Director of BCC. Dr. Goldfischer, BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.
- Represents shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. ("Co-Investment IV"), including the shares held by Dr. Goldfischer; and indirect interests of BCC, the manager of Management IV, and Management IV, the general partner of Co-Investment IV. Dr. Goldfischer, BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.

Carl Goldfischer by Scott P. Youngstrom, Attorney in Fact 05/30/2017

** 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.

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 Number.