

**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>KLINGENSTEIN PAUL H</u>  (Last) (First) (Middle) 428 UNIVERSITY AVE C/O ACCEL PARTNERS  (Street) PALO ALTO CA 94301  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/25/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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								29,704	I	See below <sup>(1)</sup>
Common Stock								1,310,288	I	See below <sup>(2)</sup>
Common Stock								362,254	I	See below <sup>(3)</sup>
Common Stock								58,091	D	

**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	\$0.46							(4)	12/12/2010	Common Stock	937	937	I	See below <sup>(1)</sup>	
Common Stock Warrant	\$0.46							(4)	12/12/2010	Common Stock	41,293	41,293	I	See below <sup>(2)</sup>	
Common Stock Warrant	\$0.46							(4)	12/12/2010	Common Stock	1,684	1,684	D		
Stock Option (Right to Buy)	\$8	03/25/2008		A		25,000		(5)	03/25/2018	Common Stock	25,000	\$0	25,000	D	

**Explanation of Responses:**

- Represents shares held by Aberdare Ventures II (Bermuda), L.P. Mr. Klingenstein is a managing partner of Aberdare Ventures II (Bermuda), L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- Represents shares held by Aberdare Ventures II, L.P. Mr. Klingenstein is a managing partner of Aberdare Ventures II, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- Represents shares held by Aberdare II Annex Fund, L.P. Mr. Klingenstein is a managing partner of Aberdare II Annex Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- Immediately exercisable.
- Vest as to 25% immediately and then 1/36th per month thereafter. The vesting stops when the reporting person ceases to be a director, if that occurs before the grant is fully vested.

/s/ Paul Klingenstein 03/27/2008

\*\* 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.

