

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>EVNIN LUKE</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2014</u>	
	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	01/06/2014		S		81,720 ⁽¹⁾	D	\$2.5	1,588,033	I	See footnote ⁽²⁾
Common Stock	01/07/2014		S		190,334 ⁽³⁾	D	\$2.5	1,397,699	I	See footnote ⁽⁴⁾
Common Stock	01/08/2014		S		284,531 ⁽⁵⁾	D	\$2.5 ⁽⁶⁾	1,113,168	I	See footnote ⁽⁷⁾

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)		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)					

Explanation of Responses:

- The shares were sold as follows: 68,003 by MPM BioVentures III-QP, L.P. ("BV III QP"), 4,572 by MPM BioVentures III, L.P. ("BV III"), 2,054 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF"), 5,747 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG") and 1,344 by MPM Asset Management Investors 2002 BVIII LLC ("AM LLC").
- The shares are held as follows: 1,321,479 by by BV III QP, 88,852 by BV III, 39,924 by BV III PF, 111,670 by BV III KG and 26,108 by AM LLC. MPM BioVentures III GP, L.P. ("BVIII GP") and MPM BioVentures III LLC ("BVIII LLC") are the direct and indirect general partners of BV III QP, BV III, BV III PF and BV III KG. The Reporting Person is a Series A member of BV III LLC and a manager of AM LLC.
- The shares were sold as follows: 158,386 by by BV III QP, 10,650 by BV III, 4,785 by BV III PF, 13,384 by BV III KG and 3,129 by AM LLC.
- The shares are held as follows: 1,163,093 by by BV III QP, 78,202 by BV III, 35,139 by BV III PF, 98,286 by BV III KG and 22,979 by AM LLC. BVIII GP and BVIII LLC are the direct and indirect general partners of BV III QP, BV III, BV III PF and BV III KG. The Reporting Person is a Series A member of BV III LLC and a manager of AM LLC.
- The shares were sold as follows: 236,772 by by BV III QP, 15,919 by BV III, 7,154 by BV III PF, 20,008 by BV III KG and 4,678 by AM LLC.
- The price in Column 4 is a weighted average sale price. The prices actually ranged from \$2.50 to \$2.51. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The shares are held as follows: 926,321 by by BV III QP, 62,283 by BV III, 27,985 by BV III PF, 78,278 by BV III KG and 18,301 by AM LLC. BVIII GP and BVIII LLC are the direct and indirect general partners of BV III QP, BV III, BV III PF and BV III KG. The Reporting Person is a Series A member of BV III LLC and a manager of AM LLC.

Remarks:

/s/ Luke Evnin 01/09/2014
 ** 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.