

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>InterWest Management Partners IX, LLC</u>  (Last) (First) (Middle) 2710 SAND HILL RD 2ND FLOOR  (Street) MENLO PARK CA 94025  (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) 11/20/2007	
	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			
Common Stock	11/20/2007		C		1,359,261	A	(1)	1,546,761	I	By: InterWest Partners IX, LP <sup>(2)</sup>

**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
Series C Preferred Stock	(1)	11/20/2007		C		1,359,261		(1)	(1)	Common Stock	1,359,261	\$0	0	I <sup>(2)</sup>	by: InterWest Partners IX, LP

1. Name and Address of Reporting Person\*  
InterWest Management Partners IX, LLC  
 (Last) (First) (Middle)  
 2710 SAND HILL RD  
 2ND FLOOR  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Ehrlich Christopher B  
 (Last) (First) (Middle)  
 2710 SAND HILL RD  
 2ND FLOOR  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Grais Linda S  
 (Last) (First) (Middle)  
 2710 SAND HILL RD

2ND FLOOR

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Kjellson Nina S](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD

2ND FLOOR

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Nash H Ronald](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD

2ND FLOOR

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[NASR KHALED](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD

2ND FLOOR

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Pepper Douglas A](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD

2ND FLOOR

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Westerlind Victor A](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD

2ND FLOOR

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Each share of Series C Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering on 11/20/07.

2. The shares are owned by InterWest Partners IX, LP ("IW9"). InterWest Management Partners IX, LLC ("IMP9") is the general partner of IW9. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman, Arnold L. Oronsky, Thomas L. Rosch, and Michael B. Sweeney are Managing Directors of IMP9. Michael D. Boich, Bruce A. Cleveland, Christopher B. Ehrlich, Linda S. Grais, Ellen E. Koskinas, Nina Kjellson, H. Ronald Nash, Khaled A. Nasr, Douglas A. Pepper, and Victor A. Westerlind are Venture Members of IMP9. Each Managing Director and Venture Member of IMP9 disclaims beneficial ownership of such shares, except to the extent of their pecuniary interest therein.

**Remarks:**

Due to limitations of the EDGAR software, this Form 4 is filed on behalf of InterWest Partners IX, LP and certain other Reporting Persons, and is being filed on two Forms 4 (Part I and Part II) (collectively, the "InterWest Form 4"). This filing represents Part II of the InterWest Form 4 and should be read together with Part I. Part I and Part II of the InterWest Form 4 shall constitute one filing.

/s/ Gilbert H. Kliman, Managing Director 11/21/2007

/s/ Christopher B. Ehrlich by Karen A. Wilson Power of Attorney 11/21/2007

/s/ Linda S. Grais by Karen A. Wilson Power of Attorney 11/21/2007

/s/ Nina Kjellson by Karen A. Wilson Power of Attorney 11/21/2007

/s/ H. Ronald Nash by Karen A. Wilson Power of Attorney 11/21/2007

/s/ Khaled A. Nasr by Karen A. Wilson Power of Attorney 11/21/2007

/s/ Douglas A. Pepper by Karen A. Wilson Power of Attorney 11/21/2007

/s/ Victor A. Westerlind by Karen A. Wilson Power of Attorney 11/21/2007

\*\* 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.**

## FORM 4 JOINT FILER INFORMATION

Name of  
 “Reporting Persons”: InterWest Partners IX, L.P. (“IW9”)  
 InterWest Management Partners IX, LLC (“IMP9”)

Harvey B. Cash  
 Philip T. Gianos  
 W. Stephen Holmes  
 Gilbert H. Kliman  
 Arnold L. Oronsky  
 Thomas L. Rosch  
 Michael B. Sweeney  
 Michael D. Boich  
 Bruce A. Cleveland  
 Christopher B. Ehrlich  
 Linda S. Grais  
 Nina Kjellson  
 H. Ronald Nash  
 Khaled A. Nasr  
 Douglas A. Pepper  
 Victor A. Westerlind

Address: 2710 Sand Hill Road, Second Floor  
 Menlo Park, CA 94025

Designated Filer: InterWest Partners IX, L.P.

Issuer and Ticker Symbol: EnteroMedics Inc. (ETRM)

Date of Event: November 20, 2007

Each of the following is a Joint Filer with InterWest Partners IX L.P. (“IW9”) and may be deemed to share indirect beneficial ownership in the securities set forth on the attached Form 4:

InterWest Management Partners IX, LLC (“IMP9”) is the general partner of IW9 and has sole voting and investment control over the shares owned by IW9. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman, Arnold L. Oronsky, Thomas L. Rosch, and Michael B. Sweeney are Managing Directors of IMP9 and Michael D. Boich, Bruce A. Cleveland, Christopher B. Ehrlich, Linda S. Grais, Nina Kjellson, H. Ronald Nash, Khaled A. Nasr, Douglas A. Pepper, and Victor A. Westerlind are Venture Members of IMP9. Ellen Koskinas, a Venture Member of IMP9 is also a Director of the Issuer, and has filed a separate Form 4 in her own name.

All Reporting Persons disclaim beneficial ownership of shares of EnteroMedics Inc. stock held by IW9, except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owner of all of the equity securities covered by this statement.

1.

## Exhibit 99

Each of the Reporting Persons listed above has designated InterWest Partners IX, L.P. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person has appointed InterWest Management Partners IX, LLC as its attorney in fact for the purpose of making reports relating to transaction in EnteroMedics Inc. Common Stock.

## INTERWEST MANAGEMENT PARTNERS IX, L.L.C.

Thomas L. Rosch, an individual  
 By: InterWest Management Partners IX, LLC,  
 as Attorney-in-Fact

By: /s/ Gilbert H. Kliman  
 Gilbert H. Kliman, Managing Director

By: /s/ Karen A. Wilson  
 Karen A. Wilson, Power of Attorney

## INTERWEST PARTNERS IX, LP

Michael B. Sweeney, an individual  
 By: InterWest Management Partners IX, LLC,  
 as Attorney-in-Fact

By: InterWest Management Partners IX, LLC  
 Its General Partner

By: /s/ Gilbert H. Kliman  
 Gilbert H. Kliman, Managing Director

By: /s/ Karen A. Wilson  
 Karen A. Wilson, Power of Attorney

Harvey B. Cash, an individual  
 By: InterWest Management Partners IX, LLC,  
 as Attorney-in-Fact

Michael D. Boich, an individual  
 By: InterWest Management Partners IX, LLC,  
 as Attorney-in-Fact

By: /s/ Karen A. Wilson  
 Karen A. Wilson, Power of Attorney

By: /s/ Karen A. Wilson  
 Karen A. Wilson, Power of Attorney

Philip T. Gianos, an individual  
 By: InterWest Management Partners IX, LLC,  
 as Attorney-in-Fact

Bruce A. Cleveland, an individual  
 By: InterWest Management Partners IX, LLC,  
 as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

W. Stephen Holmes, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Gilbert H. Kliman, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Arnold L. Oronsky, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Christopher B. Ehrlich, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Linda S. Grais, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Nina Kjellson, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

2.

**Exhibit 99**

H. Ronald Nash, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Khaled A. Nasr, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Douglas A. Pepper, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

Victor A. Westerlind, an individual  
By: InterWest Management Partners IX, LLC,  
as Attorney-in-Fact

By: /s/ Karen A. Wilson  
Karen A. Wilson, Power of Attorney

3.