

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

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>McDougal Lori Courtney</u> (Last) (First) (Middle) 2800 PATTON ROAD (Street) ST. PAUL MN 55113 (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) 05/04/2016	

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					
Director Option (Right to Buy)	\$4.65 ⁽¹⁾							(2)	07/31/2025	Common Stock	1,666	1,666 ⁽¹⁾	D	
Director Option (Right to Buy)	\$0.75	05/04/2016		A		3,000		05/04/2016 ⁽³⁾	05/04/2026	Common Stock	3,000	\$0.00	3,000	D

Explanation of Responses:

- On January 6, 2016, EnteroMedics Inc. effected a 1-for-15 reverse stock split of its issued and outstanding shares of common stock, par value \$0.01 per share, resulting in a proportional decrease in the total shares of common stock beneficially owned by the reporting person. all previously reported exercise prices, option grants and similar instruments convertible into common stock were proportionally adjusted to reflect the reverse split.
- 25% of the shares subject to the option are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month beginning on August 31, 2015 and ending on July 31, 2018.
- Vests immediately as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.

Remarks:

THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED.

/s/ Greg S. Lea, Attorney in
Fact for Lori Courtney 05/06/2016
McDougal

** 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.