

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**EnteroMedics, Inc.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**29365M208**  
(CUSIP Number)

**April 13, 2011**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

1. Names of Reporting Persons.

**Kevin Douglas**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization **U.S.A.**

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	<b>255,000 (1)</b>
	6.	Shared Voting Power	<b>2,660,000 (2)</b>
	7.	Sole Dispositive Power	<b>255,000 (1)</b>
	8.	Shared Dispositive Power	<b>3,745,000 (3)</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **4,000,000**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11. Percent of Class Represented by Amount in Row (9) **13.5%(4)**

12. Type of Reporting Person (See Instructions) **IN**

(1) Held by the KGD 2010 Annuity Trust VI, of which Kevin Douglas is the trustee and beneficiary, and includes currently exercisable warrants to purchase 127,500 shares at \$2.19 per share..

(2) Kevin Douglas and his wife, Michelle Douglas, hold jointly as the beneficiaries and co-trustees of the K&M Douglas Trust, 810,000 shares, including currently exercisable warrants to purchase 255,000 shares at \$2.19 per share. Kevin Douglas and Michelle Douglas are also co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants' Trust, which holds 1,850,000 shares, including currently exercisable warrants to purchase 850,000 shares at \$2.19 per share.

(3) Kevin Douglas has dispositive power over 830,000 shares, including exercisable warrants to purchase 340,000 shares at \$2.19 per share held by the Douglas Family Trust, and 255,000 shares, including currently exercisable warrants to purchase 127,500 shares at \$2.19 per share, held by the MMD 2010 Annuity Trust VI, of which Michelle Douglas is trustee and beneficiary, in addition to the shares listed in footnote (2) above.

(4) Based on 27,892,388 shares of the Issuer's common shares outstanding as of March 18, 2011 as reported in its proxy statement filed April 1, 2011.

1. Names of Reporting Persons.

**Michelle Douglas**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization **U.S.A.**

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	<b>255,000 (1)</b>
	6.	Shared Voting Power	<b>2,660,000 (2)</b>
	7.	Sole Dispositive Power	<b>0</b>
	8.	Shared Dispositive Power	<b>2,915,000 (3)</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **2,195,000 (3)**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11. Percent of Class Represented by Amount in Row (9) **10.0% (4)**

12. Type of Reporting Person (See Instructions) **IN**

(1) Held by the MMD 2010 Annuity Trust VI, of which Michelle Douglas is the trustee and beneficiary, and includes currently exercisable warrants to purchase 127,500 shares at \$2.19 per share.

(2) Kevin Douglas and his wife, Michelle Douglas, hold jointly as the beneficiaries and co-trustees of the K&M Douglas Trust, 810,000 shares, including currently exercisable warrants to purchase 255,000 shares at \$2.19 per share. Kevin Douglas and Michelle Douglas are also co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants' Trust, which holds 1,850,000 shares, including currently exercisable warrants to purchase 850,000 shares at \$2.19 per share.

(3) Includes shares and warrants held by the MMD 2010 Annuity Trust VI.

(4) Based on 27,892,388 shares of the Issuer's common shares outstanding as of March 18, 2011 as reported in its proxy statement filed April 1, 2011.

1. Names of Reporting Persons.

**K&M Douglas Trust (1)**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization **California**

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	<b>810,000</b>
	6. Shared Voting Power	<b>0</b>
	7. Sole Dispositive Power	<b>810,000</b>
	8. Shared Dispositive Power	<b>0</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **810,000 (2)**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11. Percent of Class Represented by Amount in Row (9) **2.9% (3)**

12. Type of Reporting Person (See Instructions) **OO**

(1) Kevin Douglas and Michelle Douglas, husband and wife, are beneficiaries and co-trustees.

(2) Includes currently exercisable warrants to purchase 255,000 shares at \$2.19 per share.

(3) Based on 27,892,388 shares of the Issuer's common shares outstanding as of March 18, 2011 as reported in its proxy statement filed April 1, 2011.

1. Names of Reporting Persons.

**Douglas Family Trust (1)**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization **California**

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	<b>830,000</b>
	6. Shared Voting Power	<b>0</b>
	7. Sole Dispositive Power	<b>0</b>
	8. Shared Dispositive Power	<b>830,000 (2)</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **830,000 (3)**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11. Percent of Class Represented by Amount in Row (9) **2.5%(4)**

12. Type of Reporting Person (See Instructions) **OO**

(1) James E. Douglas, Jr. and Jean A. Douglas, husband and wife, and co-trustees.

(2) Kevin Douglas also has dispositive power.

(3) Includes currently exercisable warrants to purchase 340,000 shares at \$2.19 per share.

(4) Based on 27,892,388 shares of the Issuer's common shares outstanding as of March 18, 2011 as reported in its proxy statement filed April 1, 2011.

1. Names of Reporting Persons.

**James Douglas and Jean Douglas Irrevocable Descendants' Trust (1)**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization **California**

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	<b>1,850,000</b>
	6.	Shared Voting Power	<b>0</b>
	7.	Sole Dispositive Power	<b>1,850,000</b>
	8.	Shared Dispositive Power	<b>0</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **1,850,000 (2)**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11. Percent of Class Represented by Amount in Row (9) **6.4% (3)**

12. Type of Reporting Person (See Instructions) **OO**

(1) Kevin Douglas and Michele Douglas, husband and wife, are co-trustees.

(2) Includes currently exercisable call options to purchase 850,000 shares at \$2.19 per share.

(3) Based on 27,892,388 shares of the Issuer's common shares outstanding as of March 18, 2011 as reported in its proxy statement filed April 1, 2011.

1. Names of Reporting Persons.

**KGD 2010 Annuity Trust VI (1)**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization **California**

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	<b>255,000</b>
	6.	Shared Voting Power	<b>0</b>
	7.	Sole Dispositive Power	<b>255,000</b>
	8.	Shared Dispositive Power	<b>0</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **255,000 (2)**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11. Percent of Class Represented by Amount in Row (9) **0.9% (3)**

12. Type of Reporting Person (See Instructions) **OO**

(1) Kevin Douglas is the trustee and beneficiary.

(2) Includes currently exercisable warrants to purchase 127,500 shares at \$2.19 per share.

(3) Based on 27,892,388 shares of the Issuer's common shares outstanding as of March 18, 2011 as reported in its proxy statement filed April 1, 2011.

1. Names of Reporting Persons.

**MMD Annuity Trust VI (1)**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization **California**

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	<b>255,000</b>
	6.	Shared Voting Power	<b>0</b>
	7.	Sole Dispositive Power	<b>0</b>
	8.	Shared Dispositive Power	<b>255,000 (2)</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **255,000 (3)**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11. Percent of Class Represented by Amount in Row (9) **0.9% (4)**

12. Type of Reporting Person (See Instructions) **OO**

(1) Michelle Douglas is the trustee and beneficiary.

(2) Kevin Douglas also has dispositive power.

(3) Includes currently exercisable warrants to purchase 127,500 shares at \$2.19 per share.

(4) Based on 27,892,388 shares of the Issuer's common shares outstanding as of March 18, 2011 as reported in its proxy statement filed April 1, 2011.



**Item 1.**

- (a) Name of Issuer

**EnteroMedics, Inc.**

- (b) Address of Issuer's Principal Executive Offices

**2800 Patton Road, St. Paul, MN 55113**

**Item 2.**

- (a) The names of the persons filing this statement are:

**Kevin Douglas, Michelle Douglas, K&M Douglas Trust, Douglas Family Trust, James Douglas and Jean Douglas Irrevocable Descendants' Trust, KGD 2010 Annuity Trust VI and MMD 2010 Annuity Trust VI**

(collectively, the "Filers").

- (b) The principal business office of the Filers is located at:

**125 E. Sir Francis Drake Blvd., Suite 400, Larkspur, CA 94399**

- (c) For citizenship of Filers, see Item 4 of the cover sheet for each Filer.

- (d) This statement relates to shares of common stock of the Issuer (the "Stock").

- (e) The CUSIP number of the Issuer is: **29365M208**

**Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(ii)(J).
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution

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**Item 4. Ownership.**

See Items 5-9 and 11 of each cover page of this Schedule 13G and accompanying notes.

The Filers are filing jointly, but not as members of a group, and each expressly disclaims membership in a group. The filing of this Schedule 13G should not be construed as an admission that any Filer is, and each Filer disclaims that that such Filer is, the beneficial owner, as defined in Rule 13d-3 under the Act, of any of the securities covered by this Schedule 13G, except for securities that the Filer holds directly.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Item 4.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Material to Be Filed as Exhibits**

Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

**Item 11. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Exhibits**

Exhibit A - Joint Filing Agreement  
Exhibit B - Limited Power of Attorney

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 19, 2011

\*Kevin Douglas  
Kevin Douglas

\*Michelle Douglas  
Michelle Douglas

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**K&M DOUGLAS TRUST**

**DOUGLAS FAMILY TRUST**

By: \*Kevin Douglas  
Kevin Douglas, Trustee

By: \*James E. Douglas, Jr.  
James E. Douglas, Jr., Trustee

By: \*Michelle Douglas  
Michelle Douglas, Trustee

By: \*Jean A. Douglas  
Jean A. Douglas, Trustee

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**JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE  
DESCENDANTS' TRUST**

**KGD 2010 ANNUITY TRUST VI**

By: \*Kevin Douglas  
Kevin Douglas, Trustee

By: \*Kevin Douglas  
Kevin Douglas, Trustee

By: \*Michelle Douglas  
Michelle Douglas, Trustee

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**MMD 2010 ANNUITY TRUST VI**

By: \*Michelle Douglas  
Michelle Douglas, Trustee

Eileen Davis-Wheatman  
\*By: Eileen Davis-Wheatman  
Attorney-in-fact

EXHIBIT A  
AGREEMENT REGARDING JOINT FILING  
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G and reports on Forms 3, 4 or 5 (and any amendments thereto) required under section 13(d) or section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of the securities of any issuer. For that purpose, the undersigned hereby constitute and appoint Kevin Douglas as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

Dated: April 19, 2011

\*Kevin Douglas  
Kevin Douglas

\*Michelle Douglas  
Michelle Douglas

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**K&M DOUGLAS TRUST**

**DOUGLAS FAMILY TRUST**

By: \*Kevin Douglas  
Kevin Douglas, Trustee

By: \*James E. Douglas, Jr.  
James E. Douglas, Jr., Trustee

By: \*Michelle Douglas  
Michelle Douglas, Trustee

By: \*Jean A. Douglas  
Jean A. Douglas, Trustee

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**JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE  
DESCENDANTS' TRUST**

**KGD 2010 ANNUITY TRUST VI**

By: \*Kevin Douglas  
Kevin Douglas, Trustee

By: \*Kevin Douglas  
Kevin Douglas, Trustee

By: \*Michelle Douglas  
Michelle Douglas, Trustee

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**MMD 2010 ANNUITY TRUST VI**

By: \*Michelle Douglas  
Michelle Douglas, Trustee

Eileen Davis-Wheatman  
\*By: Eileen Davis-Wheatman  
Attorney-in-fact

**LIMITED POWER OF ATTORNEY FOR  
REPORTING OBLIGATIONS UNDER SECTIONS 13 AND 16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

The undersigned hereby make, constitute and appoint each of Tim McGaw, Eileen Davis-Wheatman and Kevin Douglas, acting either individually or together, as each of the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of each of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G, and Forms 3, 4 and 5 (including any amendments and successors thereto) with respect to the securities of any issuer, with the U.S. Securities and Exchange Commission, any national securities exchanges, any other applicable regulatory authority and any such issuer, as considered necessary or advisable under Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") or any amendments of, successors to or replacements of, those sections and the rules and regulations promulgated thereunder;

(2) seek or obtain, as each of the undersigned's representative and on each of the undersigned's behalf, information on transactions in any such issuer's securities from any third party, including brokers, employee benefit plan administrators and trustees, in connection with the foregoing, and the undersigned hereby authorizes any such person to release any such information to any of the attorneys-in-fact and approve and ratify any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledge that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) none of such attorneys-in-fact assumes (i) any liability for any responsibility of the undersigned to comply with the requirements of the Exchange Act, or (ii) any liability of the undersigned for any failure to comply with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the obligations of the undersigned under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act and any rules or regulations promulgated thereunder.

Each of the undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, appropriate or desirable to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

The undersigned have caused this Limited Power of Attorney to be executed as of this 18th day of April, 2011.

KEVIN DOUGLAS

KGD 2010 ANNUITY TRUST I

\*Kevin Douglas

\*Kevin Douglas  
By: Kevin Douglas  
Title: Trustee

MICHELLE DOUGLAS

KGD 2010 ANNUITY TRUST II

\*Michelle Douglas

\*Kevin Douglas  
By: Kevin Douglas  
Title: Trustee

JAMES E. DOUGLAS, III

KGD 2010 ANNUITY TRUST III

\*James E. Douglas, III

\*Kevin Douglas  
By: Kevin Douglas  
Title: Trustee

K&M DOUGLAS TRUST

KGD 2010 ANNUITY TRUST IV

\*Kevin Douglas  
By: Kevin Douglas

\*Kevin Douglas  
By: Kevin Douglas

Title: Trustee

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

DOUGLAS FAMILY TRUST

\*James E. Douglas, Jr.

By: James E. Douglas, Jr.

Title: Trustee

\*Jean A. Douglas

By: Jean A. Douglas

Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS

IRREVOCABLE DESCENDANTS' TRUST

\*Kevin Douglas

By: Kevin Douglas

Title: Trustee

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST I

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST II

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST IV

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST VI

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

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Title: Trustee

KGD 2010 ANNUITY TRUST V

\*Kevin Douglas

By: Kevin Douglas

Title: Trustee

KGD 2010 ANNUITY TRUST VI

\*Kevin Douglas

By: Kevin Douglas

Title: Trustee

KGD 2010 ANNUITY TRUST VII

\*Kevin Douglas

By: Kevin Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST III

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST V

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST VII

\*Michelle Douglas

By: Michelle Douglas

Title: Trustee

