

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Donders Adrianus</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) Director 10% Owner Officer (give title below) Other (specify below) X Sr Vice Pres of Operations
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2010	
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			
No securities are held								000	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	Amount or Number of Shares				
Stock Option (right to buy)	\$2.76 ⁽⁷⁾							04/11/2006 ⁽¹⁾	04/11/2015	Common Stock	14,652 ⁽⁷⁾		14,652 ⁽⁷⁾	D	
Stock Option (right to buy)	\$2.76 ⁽⁷⁾							⁽²⁾	04/27/2015	Common Stock	3,663 ⁽⁷⁾		3,663 ⁽⁷⁾	D	
Stock Option (right to buy)	\$2.76 ⁽⁷⁾							04/20/2007 ⁽¹⁾	04/20/2016	Common Stock	5,769 ⁽⁷⁾		5,769 ⁽⁷⁾	D	
Stock Option (right to buy)	\$31.14 ⁽⁷⁾	10/29/2010		D		9,157 ⁽⁷⁾		02/06/2008 ⁽¹⁾	02/06/2017	Common Stock	9,157 ⁽⁷⁾	⁽⁸⁾	0	D	
Stock Option (right to buy)	\$1.9	10/29/2010		A		7,268		10/29/2010 ⁽⁹⁾	10/29/2017	Common Stock	7,268	⁽¹⁰⁾	7,268	D	
Stock Option (right to buy)	\$49.63 ⁽⁷⁾	10/29/2010		D		16,232 ⁽⁷⁾		02/06/2008 ⁽³⁾	02/06/2018	Common Stock	16,232 ⁽⁷⁾	⁽⁸⁾	0	D	
Stock Option (right to buy)	\$1.9	10/29/2010		A		5,925 ⁽¹¹⁾		10/29/2010 ⁽⁹⁾	10/29/2017	Common Stock	5,925	⁽¹⁰⁾	5,925	D	
Stock Option (right to buy)	\$49.63 ⁽⁷⁾	10/29/2010		D		1,831 ⁽⁷⁾		02/06/2008	02/06/2018	Common Stock	1,831 ⁽⁷⁾	⁽⁸⁾	0	D	
Stock Option (right to buy)	\$1.9	10/29/2010		A		1,337		10/29/2010 ⁽⁹⁾	10/29/2017	Common Stock	1,337	⁽¹⁰⁾	1,337	D	
Stock Option (right to buy)	\$6.6 ⁽⁷⁾	10/29/2010		D		11,160 ⁽⁷⁾		03/04/2009 ⁽⁴⁾	02/04/2019	Common Stock	11,160 ⁽⁷⁾	⁽⁸⁾	0	D	
Stock Option (right to buy)	\$1.9	10/29/2010		A		10,835		10/29/2010 ⁽⁹⁾	10/29/2017	Common Stock	10,835	⁽¹⁰⁾	10,835	D	
Stock Option (right to buy)	\$22.2 ⁽⁷⁾	10/29/2010		D		7,016 ⁽⁷⁾		06/30/2009 ⁽⁵⁾	06/22/2019	Common Stock	7,016 ⁽⁷⁾	⁽⁸⁾	0	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	Amount or Number of Shares				
Stock Option (right to buy)	\$1.9	10/29/2010		A		5,847		10/29/2010 ⁽⁹⁾	10/29/2017	Common Stock	5,847	(10)	5,847	D	
Stock Option (right to buy)	\$3.78							11/18/2009 ⁽⁶⁾	11/18/2019	Common Stock	11,666 ⁽⁷⁾		11,666 ⁽⁷⁾	D	

Explanation of Responses:

- Vest 25% on the first anniversary of the date of grant and 1/36th per month for 36 months thereafter, beginning the date shown.
- Currently 100% vested in accordance with achievement of milestone vesting terms.
- 50% vests in increments of 1/48th per month beginning the date shown, remaining 50% vests in accordance with achievement of milestone vesting terms.
- Vests in increments of 1/48th per month beginning the date shown.
- Vests in increments of 2.0833% per month beginning the date shown.
- 25% vests immediately and the remaining 75% vests on 11/15/2010; 100% of unvested shares become vested upon change in control.
- On July 9, 2010, EnteroMedics Inc. effected a 1-for-6 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.
- This option was tendered by the reporting person pursuant to EnteroMedics' option exchange offer and was cancelled by the company at the expiration of the offer (see footnote 10).
- Options vest 33% on date noted and thereafter at 1/24th per month.
- On October 29, 2010, in exchange for the cancelled option referenced in footnote 8, the company granted the reporting person a replacement option for the number of shares reflected in column 9 of this line item at the exercise price noted in column 2 of this line item.
- The lesser number of shares underlying the new option issued in exchange for this option reflects the cancellation of the milestone portion of the award in accordance with the terms of the option exchange offer.

Remarks:

THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED (SEE FOOTNOTE (7)).

/s/ Greg S. Lea, Attorney in Fact 11/01/2010
for Adrianus (Jos) Donders

** 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.