

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>KLINGENSTEIN PAUL H</u>  (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER</u> <u>SUITE 4000</u>  (Street) <u>SAN FRANCISCO CA 94111</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>09/30/2010</u>	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

**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					
Common Stock Warrant (right to buy)	\$2.15	09/30/2010		P		406,504		(1)(2)	(1)	Common Stock 406,504	\$0.125	406,504	I	By Aberdare II Annex Fund, L.P. (3)
Series A Non-Voting Convertible Preferred Stock	(4)	09/30/2010		P		406,504		(2)(4)	(4)	Common Stock 406,504	\$1.72	406,504	I	By Aberdare II Annex Fund, L.P. (3)
Common Stock Warrant (right to buy)	\$2.15	09/30/2010		P		16,525		(1)(5)	(1)	Common Stock 16,525	\$0.125	16,525	D	
Series A Non-Voting Convertible Preferred Stock	(4)	09/30/2010		P		16,525		(4)(5)	(4)	Common Stock 16,525	\$1.72	16,525	D	

**Explanation of Responses:**

- The Warrant exercise period (the "Exercise Period") shall begin on the later to occur of (a) the date that is 181 days from the date of the issuance of the Warrant and (b) the date on which the Equity Offering (as defined in Securities Purchase Agreement dated September 30, 2010 by and between the Issuer and the Purchasers) commences, and shall end on the fifth anniversary of the date on which the Exercise Period begins.
- Aberdare II Annex Fund, L.P. ("Aberdare Annex II") shall not be permitted to convert an amount of Convertible Preferred Stock or exercise the Warrants for an amount of Common Stock that would result in Aberdare Annex II owning more than 19.99% of the Issuer's Common Stock outstanding after such conversion and/or exercise.
- The securities are owned by Aberdare Annex II. Aberdare GP II, L.L.C. ("Aberdare GP II") serves as the sole General Partner of Aberdare Annex II, and has sole voting and investment control over the securities owned by Aberdare Annex II, and may be deemed to own beneficially the securities held by Aberdare Annex II. Aberdare GP II however owns no securities of the Issuer directly. Paul H. Klingenstein ("Klingenstein") is a manager of Aberdare GP II and has voting and dispositive power over the securities held by Aberdare Annex II. Klingenstein disclaims beneficial ownership of the securities held by Aberdare Annex II, except to the extent of his proportionate pecuniary interest therein.
- The Series A Non-Voting Convertible Preferred Stock is convertible into Common Stock at any time on a one-for-one basis, and has no expiration date.
- Klingenstein shall not be permitted to convert an amount of Convertible Preferred Stock or exercise the Warrants for an amount of Common Stock that would result in Klingenstein owning more than 19.99% of the Issuer's Common Stock outstanding after such conversion and/or exercise.

/s/ Paul H. Klingenstein 10/04/2010

\*\* 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.