

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>Shikora Scott A</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Medical Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) 06/27/2016			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		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			
Common Stock								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
Stock Option (Right to Buy)	\$16.8 ⁽¹⁾	06/27/2016		D		25,000 ⁽¹⁾		06/01/2016 ⁽²⁾	04/21/2025	Common Stock	25,000 ⁽¹⁾	(3)	0	D	
Stock Option (Right to Buy)	\$0.3325	06/27/2016		A		5,507		06/27/2016 ⁽⁴⁾	06/27/2023	Common Stock	5,507	(5)	5,507	D	
Stock Option (Right to Buy)	\$16.8 ⁽¹⁾	06/27/2016		D		25,000 ⁽¹⁾		07/01/2016 ⁽⁶⁾	04/21/2025	Common Stock	25,000 ⁽¹⁾	(3)	0	D	
Stock Option (Right to Buy)	\$0.3325	06/27/2016		A		5,507		06/27/2016 ⁽⁴⁾	06/27/2023	Common Stock	5,507	(5)	5,507	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.
- Vests as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.
- On June 27, 2016, 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 5).
- Options vest 33% on date noted and thereafter at 1/24th per month.
- On June 27, 2016, in exchange for the cancelled option referenced in footnote 3, 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
- Vests in increments of 1/36th per month, beginning the date shown.

Remarks:

/s/ Greg S. Lea, Attorney-in-fact for Scott A. Shikora 06/28/2016

** 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.