

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>KNUDSON MARK B</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chrmn, Pres & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2010	
	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								1,382 ⁽⁹⁾	I	Spouse Revocable Trust
Common Stock								3,215 ⁽⁹⁾	I	Family Limited Partnership
Common Stock								32,571 ⁽⁹⁾	I ⁽¹⁴⁾	Revocable Trust 2003

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 ⁽⁹⁾							08/16/2004 ⁽¹⁾	08/16/2014	Common Stock	11,575 ⁽⁹⁾		11,575 ⁽⁹⁾	D	
Stock Option (right to buy)	\$2.76 ⁽⁹⁾							(2)	04/27/2015	Common Stock	7,915 ⁽⁹⁾		7,915 ⁽⁹⁾	D	
Stock Option (right to buy)	\$2.76 ⁽⁹⁾							04/20/2007 ⁽³⁾	04/20/2016	Common Stock	6,776 ⁽⁹⁾		6,776 ⁽⁹⁾	D	
Stock Option (right to buy)	\$31.14 ⁽⁹⁾	10/29/2010		D		42,124 ⁽⁹⁾		02/06/2008 ⁽³⁾	02/06/2017	Common Stock	42,124 ⁽⁹⁾	(10)	0	D	
Stock Option (right to buy)	\$1.9	10/29/2010		A		33,432		10/29/2010 ⁽¹¹⁾	10/29/2017	Common Stock	33,432	(12)	33,432	D	
Warrants (right to buy)	\$23.68 ⁽⁹⁾							(4)	11/13/2010	Common Stock	337 ⁽⁹⁾		337 ⁽⁹⁾	I	Revocable Trust
Warrants (right to buy)	\$23.68 ⁽⁹⁾							(4)	11/13/2010	Common Stock	169 ⁽⁹⁾		169 ⁽⁹⁾	I	Spouse Revocable Trust
Stock Option (right to buy)	\$49.63 ⁽⁹⁾	10/29/2010		D		70,970 ⁽⁹⁾		02/06/2008 ⁽⁵⁾	02/06/2018	Common Stock	70,970 ⁽⁹⁾	(10)	0	D	
Stock Option (right to buy)	\$1.9	10/29/2010		A		25,902 ⁽¹³⁾		10/29/2010 ⁽¹¹⁾	10/29/2017	Common Stock	25,902	(12)	25,902	D	
Stock Option (right to buy)	\$6.6 ⁽⁹⁾	10/29/2010		D		45,454 ⁽⁹⁾		03/04/2009 ⁽⁶⁾	02/04/2019	Common Stock	45,454 ⁽⁹⁾	(10)	0	D	
Stock Option (right to buy)	\$1.9	10/29/2010		A		44,131		10/29/2010 ⁽¹¹⁾	10/29/2017	Common Stock	44,131	(12)	44,131	D	

