

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HARRISON DONALD C</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2007</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>2800 PATTON ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ST. PAUL MN 55113</u>								
(City) (State) (Zip)								

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								17,327	D	
Common Stock	11/15/2007		P		90,000	A	\$8	90,000	I	Charter Life Sciences, L.P. ⁽³⁾

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					
Series B Convertible Preferred Stock	(1)							(1)	(1)	Common Stock	5,126	5,126	D	
Series C Convertible Preferred Stock	(1)							(1)	(1)	Common Stock	1,899	1,899	D	
Warrants (right to buy)	\$0.4333							(2)	11/13/2010	Common Stock	1,015	1,015	D	
Series B Convertible Preferred Stock	(1)							(1)	(1)	Common Stock	380,418	380,418	I	Charter Life Sciences, L.P. ⁽³⁾
Series C Convertible Preferred Stock	(1)							(1)	(1)	Common Stock	242,126	242,126	I	Charter Life Sciences, L.P. ⁽³⁾
Warrants (right to buy)	\$0.46							(2)	12/12/2010	Common Stock	16,484	16,484	I	Charter Life Sciences, L.P. ⁽³⁾

Explanation of Responses:

- The convertible preferred stock automatically converted one-to-one into common stock upon completion of the initial public offering.
- Immediately exercisable.
- The reporting person is managing partner of Charter Life Sciences, L.P. The reporting person disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein.

Remarks:

Exhibit 24: Power of Attorney

/s/ Mark B. Knudson, Attorney- in-Fact 11/15/2007

** 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.