

**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* <b>LEA GREGORY S</b>			2. Issuer Name and Ticker or Trading Symbol <b>EnteroMedics Inc [ ETRM ]</b>			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) <b>Sr Vice Pres and CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/16/2011</b>			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		
2800 PATTON ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>MINNEAPOLIS MN</b>		(Zip) <b>55113</b>						
(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								13,250	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					
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	16,711	16,711	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	3,913	3,913	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	16,118	16,118	D	
Common Stock Warrant	\$8.28							08/24/2009	02/24/2013	Common Stock	1,374	1,374	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	14,597	14,597	D	
Stock Option (Right to Buy)	\$3.78							11/18/2009 <sup>(1)</sup>	11/18/2019	Common Stock	16,666	16,666	D	
Warrant (Common Stock)	\$2.19							(3)	(4)	Common Stock	10,000	10,000	D	
Stock Option (right to buy)	\$2.58	02/16/2011		A		200,000		03/16/2012 <sup>(5)</sup>	02/16/2021	Common Stock	200,000	\$0.00	200,000	D

**Explanation of Responses:**

- 25% vests immediately and the remaining 75% vests on 11/15/2010; 100% of unvested shares become vested upon change in control.
- Options vest 33% on date noted and thereafter at 1/24th per month.
- Warrant becomes exercisable 181 days from the date of issuance at close of offering.
- Warrant expires five years from date it first becomes exercisable.
- Vests in increments of 1/48th per month, beginning the date shown.

/s/ Greg S. Lea

02/18/2011

\*\* 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.

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