FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

***Comington, D.O. 20040	
STATEMENT OF CHANGES IN BENEFICIAL	OWNERSHIP

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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*						2. Issuer Name and Ticker or Trading Symbol EnteroMedics Inc [ETRM]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
KNUDSON MARK B					_ '	Enterowedics Inc [ETRM]								X Director 10% Owner					
(Last) (First) (Middle)						3. Date	of Earliest	Trans	saction (Mo	onth/l	Day/Year)			X Officer (g below)		bel	er (sp ow)	ecify	
2800 PATTON ROAD						05/31/			- (,,			C	hrmn, Pre	s & CEO			
(Otara ::)		- [
	(Street) ST. PAUL MN 55113 4. If Amendment, Date of Original Filed (Month/Day/Year)											6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
-					-										d by One Re d by More th			g Person	
(City)	(5	State)	(Zip)																
		-	Гable I - No	n-Der	iva	tive S	Securitie	s A	cquired	, Di	sposed o	f, or Ber	neficially	Owned					
1. Title of	Security (Ins	tr. 3)		2. Tran Date			2A. Deemed Execution Date,		Transaction Disposed O			ies Acquired (A) or Of (D) (Instr. 3, 4 and 5)			For	Ownership m: Direct	Indi	lature of irect	
				(Month/Day/Year)		y/Year)	if any (Month/Day/Year)		Code (Instr. r) 8)					Beneficially Owned Follo		or Indirect Instr. 4)	Ow	neficial nership	
									Code	Code V		(A) or (D)	Price	Reported Transaction((Instr. 3 and	(s) 4)			(Instr. 4)	
												\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \					Sp	ouse	
Common	Stock													1,382 I		I	Revocable		
												_		-			Trı		
Common	Stock														I		Family Limited		
													L	3,215	_			rtnership	
Common	Stock													57,571 I		I	Revocable		
Common Stock														37,371		Tr		ıst 2003	
			Table II -								oosed of, convertil			Owned					
1. Title of 2. 3. Transaction 3A. Deemed Execution Date			Execution Dat	4. te, Transaction								Securities	d Amount of Underlying	Derivative	9. Number derivative	Owne		11. Nature of Indirect	
Security or Exercise (Month/Day/Year) if any (Month/Day/Ye				Code (Ins 'ear) 8)		Acquire		ecurities (M cquired (A) r Disposed of		(Month/Day/Year)			Security nd 4)	Security (Instr. 5)	Securities Beneficially Owned	Form Direct	t (D)	Beneficial Ownership	
	Derivative Security						(D) (Instr. 3 and 5)								Following Reported	(I) (In:		(Instr. 4)	
				F		Т	,				Fiti		Amount or		Transaction (Instr. 4)	1(s)			
				Co	ode	v	(A)	(D)	Date Exercisab	le	Expiration Date	Title	Number of Shares						
Stock Option	\$2.76								(1)		08/16/2014	Common	11,575		11,575		,		
(right to buy)	\$2.70								(-)		00/10/2014	Stock	11,5/5		11,373		,		
Stock								П				Common							
Option (right to buy)	\$2.76								(1)		04/27/2015	Stock	7,915		7,915	I)		
Stock				+				Н								\dashv			
Option (right to	\$2.76								(1)		04/20/2016	Common Stock	6,776		6,776	I)		
buy) Stock				+		\vdash		\vdash						+		_		<u> </u>	
Option (right to	\$1.9								10/29/201	0(2)	10/29/2017	Common Stock	33,432		33,432	I)		
buy)				_															
Stock Option	\$1.9								10/29/201	0 ⁽²⁾	10/29/2017	Common	25,902		25,902)		
(right to buy)											- '	Stock	,						
Stock Option	61.0								10/20/22	(2)	10/20/2015	Common	44 101		44.101		_		
(right to buy)	\$1.9								10/29/201	U ⁽⁼⁾	10/29/2017	Stock	44,131		44,131	I	J		
Stock				\top								Committee							
Option (right to	\$1.9								10/29/201	0 ⁽²⁾	10/29/2017	Common Stock	50,472		50,472	I)		
buy) Stock		<u> </u>		+				\vdash										<u> </u>	
Option (right to	\$3.78								(1)		11/18/2019	Common Stock	20,833		20,833	I)		
buy)				_										+		_		<u> </u>	
Warrant (Common	\$2.19								(3)		(4)	Common Stock	25,000		25,000	I)		

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)	Transaction Code (Instr. 8) Secur Acqui or Dis (D) (In			Derivative Expi		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$2.58							03/16/2011 ⁽⁵⁾	02/16/2021	Common Stock	350,000		350,000	D	
Stock Option (right to buy)	\$2.67							08/12/2011 ⁽⁵⁾	07/12/2021	Common Stock	350,000		350,000	D	
Stock Option (right to buy)	\$1.9							01/14/2012 ⁽⁵⁾	12/14/2021	Common Stock	200,000		200,000	D	
Stock Option (right to buy)	\$3.35 ⁽⁶⁾							08/10/2012 ⁽⁵⁾	07/10/2022	Common Stock	1,292,225		1,292,225	D	
Stock Option (right to buy)	\$1.31	05/31/2013		A		1,278,730		06/30/2013 ⁽⁵⁾	05/31/2023	Common Stock	1,278,730	\$0.00	1,278,730	D	

Explanation of Responses:

- 1. Options currently 100% vested.
- 2. Options vest 33% on date noted and thereafter at 1/24th per month.
- 3. Warrant becomes exercisable 181 days from the date of issuance at close of offering.
- 4. Warrant expires five years from the date it becomes exercisable.
- 5. Vests in increments of 1/48th per month, beginning the date shown.
- 6. The exercise price is the closing price on July 10, 2012, the date the board authorized the grants subject to stockholder approval of the increase in the number of shares available for awards under the stock incentive plan, which was obtained on September 27, 2012.

/s/ Greg S. Lea, Attorney in Fact for Mark B. Knudson 06/04/2013

** 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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