

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* TETI NICHOLAS			2. Issuer Name and Ticker or Trading Symbol EnteroMedics Inc [ETRM]			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) 12/14/2010			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		
2800 PATTON ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) MINNEAPOLIS MN 55113								
(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	12/14/2010		C		10,840	A	\$0 ⁽⁴⁾	10,840	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)	\$44.77							04/27/2007 ⁽¹⁾	04/27/2017	Common Stock	4,578	4,578	D	
Stock Option (right to buy)	\$26.41							05/06/2008 ⁽¹⁾	05/06/2018	Common Stock	1,666	1,666	D	
Stock Option (right to buy)	\$11.58							05/05/2009 ⁽¹⁾	05/05/2019	Common Stock	1,666	1,666	D	
Stock Option (right to buy)	\$13.8							05/28/2009 ⁽²⁾	05/28/2019	Common Stock	25,000	25,000	D	
Stock Option (right to buy)	\$3.24							02/10/2010 ⁽³⁾	02/10/2020	Common Stock	12,500	12,500	D	
Stock Option (right to buy)	\$2.52							05/06/2010 ⁽¹⁾	05/06/2020	Common Stock	1,666	1,666	D	
Series A NonVoting Convertible Preferred Stock	⁽⁴⁾	12/14/2010		C		10,840 ⁽⁴⁾		09/30/2010	⁽⁵⁾	Common Stock	10,840	\$0	0	D
Up Front Warrant	\$2.15							⁽⁶⁾	⁽⁵⁾	Common Stock	10,840		10,840	D

Explanation of Responses:

- Vests as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.
- Vests in cumulative installments of 1/36th per month beginning the date shown.
- 25,000 shares vest immediately and the remaining 50,000 shares vest in cumulative installments of 1/36th per month beginning 3/10/2010.
- The Series A preferred stock automatically converted into EnteroMedics common stock on a 1-for-1 basis immediately after the completion of EnteroMedics' public offering on December 14, 2010 in accordance with terms of the Certificate of Designations.
- Not applicable.
- Exercisable six months from the date of issuance on 9/30/2010.

Remarks:

THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED.

/s/ Greg S. Lea, Attorney-in-Fact

12/15/2010

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.