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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. __)*

EnteroMedics, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

29365M 109
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) MPM BioVentures III, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 232,263*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 232,263*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 232,263*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.4%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

*Includes 7,047 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.

CUSIP No. 29365M 109

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) MPM BioVentures III-QP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 3,454,509*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 3,454,509*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,454,509*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 21.0%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

*Includes 104,814 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) MPM BioVentures III Parallel Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 104,362*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 104,362*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,362*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.6%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

*Includes 3,166 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.

CUSIP No. 29365M 109

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) MPM BioVentures III GmbH & Co. Beteiligungs KG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Germany	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 291,917*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 291,917*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 291,917*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.8%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

*Includes 8,857 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) MPM Asset Management Investors 2002 BVIII LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 68,246*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 68,246*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 68,246*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

*Includes 2,070 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) MPM BioVentures III GP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,083,051*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,083,051*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,083,051*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.0%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 3,166 by BV III PF and 8,857 by BV III KG. The Reporting Person is the direct general partner of BV III, BV III QP, BV III PF and BV III KG.

CUSIP No. 29365M 109

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) MPM BioVentures III LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,083,051*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,083,051*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,083,051*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.0%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 3,166 by BV III PF and 8,857 by BV III KG. The Reporting Person is the indirect general partner of BV III, BV III QP, BV III PF and BV III KG.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) Ansbert Gadicke	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,151,297*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,151,297*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,151,297*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) Luke Evnin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 7,812*
	6	SHARED VOTING POWER 4,151,297**
	7	SOLE DISPOSITIVE POWER 7,812*
	8	SHARED DISPOSITIVE POWER 4,151,297**
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,159,109* **	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

*Includes 7,812 shares issuable upon exercise of options within 60 days of December 31, 2007

** The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) Nicholas Galakatos	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,151,297*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,151,297*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,151,297*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) Michael Steinmetz	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,151,297*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,151,297*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,151,297*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) Kurt Wheeler	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,151,297**
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,151,297*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,151,297*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) Nicholas Simon III	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,151,297*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,151,297*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,151,297*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) Dennis Henner	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,151,297*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,151,297*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,151,297*	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

* The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

Item 1.

- (a) Name of Issuer
EnteroMedics, Inc.
- (b) Address of Issuer's Principal Executive Offices
2800 Patton Rd
St Paul MN 55113

Item 2.

- (a) Name of Person Filing
MPM BioVentures III, L.P.
MPM BioVentures III-QP, L.P.
MPM BioVentures III Parallel Fund, L.P.
MPM BioVentures III GmbH & Co. Beteiligungs KG
MPM Asset Management Investors 2002 BVIII LLC
MPM BioVentures III GP, L.P.
MPM BioVentures III LLC
Ansbert Gadicke
Luke Evnin
Nicholas Galakatos
Michael Steinmetz
Kurt Wheeler
Nicholas Simon III
Dennis Henner
- (b) Address of Principal Business Office or, if none, Residence
c/o MPM Capital L.P.
The John Hancock Tower
200 Clarendon Street, 54th Floor
Boston, MA 02116
- (c) Citizenship
All entities were organized in Delaware, except MPM BioVentures III GmbH & Co. Beteiligungs KG which was organized in Germany. The individuals are United States citizens.
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
29365M 109

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

MPM BioVentures III, L.P.	232,263(1)
MPM BioVentures III-QP, L.P.	3,454,509(2)
MPM BioVentures III Parallel Fund, L.P.	104,362(3)
MPM BioVentures III GmbH & Co. Beteiligungs KG	291,917(4)
MPM Asset Management Investors 2002 BVIII LLC	68,246(5)
MPM BioVentures III GP, L.P.	4,083,051(6)
MPM BioVentures III LLC	4,083,051(7)
Ansbert Gadicke	4,151,297(8)
Luke Evnin	4,159,109(6)(9)
Nicholas Galakatos	4,151,297(8)
Michael Steinmetz	4,151,297(8)
Kurt Wheeler	4,151,297(8)
Nicholas Simon III	4,151,297(8)
Dennis Henner	4,151,297(8)

Percent of Class:

MPM BioVentures III, L.P.	1.4%
MPM BioVentures III-QP, L.P.	21.0%
MPM BioVentures III Parallel Fund, L.P.	0.6%
MPM BioVentures III GmbH & Co. Beteiligungs KG	1.8%
MPM Asset Management Investors 2002 BVIII LLC	0.4%
MPM BioVentures III GP, L.P.	25.0%
MPM BioVentures III LLC	25.0%
Ansbert Gadicke	25.5%
Luke Evnin	25.5%
Nicholas Galakatos	25.5%
Michael Steinmetz	25.5%
Kurt Wheeler	25.5%
Nicholas Simon III	25.5%
Dennis Henner	25.5%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

MPM BioVentures III, L.P.	232,263(1)
MPM BioVentures III-QP, L.P.	3,454,509(2)
MPM BioVentures III Parallel Fund, L.P.	104,362(3)
MPM BioVentures III GmbH & Co. Beteiligungs KG	291,917(4)
MPM Asset Management Investors 2002 BVIII LLC	68,246(5)
MPM BioVentures III GP, L.P.	0
MPM BioVentures III LLC	0
Ansbert Gadicke	0
Luke Evnin	7,812(9)
Nicholas Galakatos	0
Michael Steinmetz	0
Kurt Wheeler	0
Nicholas Simon III	0
Dennis Henner	0

(ii) Shared power to vote or to direct the vote

MPM BioVentures III, L.P.	0
MPM BioVentures III-QP, L.P.	0
MPM BioVentures III Parallel Fund, L.P.	0
MPM BioVentures III GmbH & Co. Beteiligungs KG	0
MPM Asset Management Investors 2002 BVIII LLC	0
MPM BioVentures III GP, L.P.	4,083,051(6)
MPM BioVentures III LLC	4,083,051(7)
Ansbert Gadicke	4,151,297(8)
Luke Evnin	4,151,297(8)
Nicholas Galakatos	4,151,297(8)
Michael Steinmetz	4,151,297(8)
Kurt Wheeler	4,151,297(8)
Nicholas Simon III	4,151,297(8)
Dennis Henner	4,151,297(8)

(iii) Sole power to dispose or to direct the disposition of

MPM BioVentures III, L.P.	232,263(1)
MPM BioVentures III-QP, L.P.	3,454,509(2)
MPM BioVentures III Parallel Fund, L.P.	104,362(3)
MPM BioVentures III GmbH & Co. Beteiligungs KG	291,917(4)
MPM Asset Management Investors 2002 BVIII LLC	68,246(5)
MPM BioVentures III GP, L.P.	0
MPM BioVentures III LLC	0
Ansbert Gadicke	0
Luke Evnin	7,812(9)
Nicholas Galakatos	0
Michael Steinmetz	0
Kurt Wheeler	0
Nicholas Simon III	0
Dennis Henner	0

(iv) Shared power to dispose or to direct the disposition of

MPM BioVentures III, L.P.	0
MPM BioVentures III-QP, L.P.	0
MPM BioVentures III Parallel Fund, L.P.	0
MPM BioVentures III GmbH & Co. Beteiligungs KG	0
MPM Asset Management Investors 2002 BVIII LLC	0
MPM BioVentures III GP, L.P.	4,083,051(6)
MPM BioVentures III LLC	4,083,051(7)
Ansbert Gadicke	4,151,297(8)
Luke Evnin	4,151,297(8)
Nicholas Galakatos	4,151,297(8)
Michael Steinmetz	4,151,297(8)
Kurt Wheeler	4,151,297(8)
Nicholas Simon III	4,151,297(8)
Dennis Henner	4,151,297(8)

- (1) Includes 7,047 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.
- (2) Includes 104,814 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.
- (3) Includes 3,166 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.
- (4) Includes 8,857 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.
- (5) Includes 2,070 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2007.
- (6) The shares are held as follows: 3,349,695 by MPM BioVentures III-QP, L.P. ("BV III QP"), 225,216 by MPM BioVentures III, L.P. ("BV III"), 101,196 by MPM BioVentures III Parallel Fund, L.P. ("BV III PF") and 283,060 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"). Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 3,166 by BV III PF and 8,857 by BV III KG. The Reporting Person is the direct general partner of BV III, BV III QP, BV III PF and BV III KG.
- (7) The shares are held as follows: 3,349,695 by BV III QP, 225,216 by BV III, 101,196 by BV III PF and 283,060 by BV III KG. Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 3,166 by BV III PF and 8,857 by BV III KG. The Reporting Person is the indirect general partner of BV III, BV III QP, BV III PF and BV III KG.
- (8) The shares are held as follows: 3,349,695 by BV III QP, 225,216 by BV III, 66,176 by MPM Asset Management Investors 2002 BVIII LLC ("BV AM LLC"), 101,196 by BV III PF and 283,060 by BV III KG. Also includes warrants exercisable within 60 days of December 31, 2007 as follows: 104,814 by BV III QP, 7,047 by BV III, 2,070 by BV AM LLC, 3,166 by BV III PF and 8,857 by BV III KG. MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.
- (9) Includes 7,812 shares issuable upon exercise of options within 60 days of December 31, 2007

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2008

MPM BIOVENTURES III, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Series A Member

MPM BIOVENTURES III PARALLEL FUND, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Series A Member

MPM ASSET MANAGEMENT INVESTORS 2002
BVIII LLC

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Manager

MPM BIOVENTURES III LLC

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Series A Member

MPM BIOVENTURES III-QP, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Series A Member

MPM BIOVENTURES III GMBH & CO.
BETEILIGUNGS KG

By: MPM BioVentures III GP, L.P.,
in its capacity as the Managing Limited Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Series A Member

MPM BIOVENTURES III GP, L.P.

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Series A Member

By: /s/ Ansbert Gadicke
Name: Ansbert Gadicke

By: /s/ Luke Evnin
Name: Luke Evnin

By: /s/ Nicholas Galakatos
Name: Nicholas Galakatos

By: /s/ Michael Steinmetz
Name: Michael Steinmetz

By: /s/ Kurt Wheeler
Name: Kurt Wheeler

By: /s/ Nicholas Simon III
Name: Nicholas Simon III

By: /s/ Dennis Henner
Name: Dennis Henner

EXHIBITS

A: Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of EnteroMedics, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 11th day of February, 2008.

MPM BIOVENTURES III, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III-QP, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III PARALLEL FUND, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III GMBH & CO.
BETEILIGUNGS KG

By: MPM BioVentures III GP, L.P.,
in its capacity as the Managing Limited Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Series A Member

MPM ASSET MANAGEMENT INVESTORS 2002
BVIII LLC

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Manager

MPM BIOVENTURES III GP, L.P.

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III LLC

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Series A Member

By: /s/ Ansbert Gadicke
Name: Ansbert Gadicke

By: /s/ Luke Evnin
Name: Luke Evnin

By: /s/ Michael Steinmetz
Name: Michael Steinmetz

By: /s/ Nicholas Simon III
Name: Nicholas Simon III

By: /s/ Nicholas Galakatos
Name: Nicholas Galakatos

By: /s/ Kurt Wheeler
Name: Kurt Wheeler

By: /s/ Dennis Henner
Name: Dennis Henner