

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* LEA GREGORY S (Last) (First) (Middle) 2800 PATTON ROAD (Street) ST. PAUL MN 55113 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EnteroMedics Inc [ETRM]	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) CFO and CCO
	3. Date of Earliest Transaction (Month/Day/Year) 06/27/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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									184	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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$28.5	06/27/2016		D			1,114	(1)	10/29/2017	Common Stock	1,114	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A			175		06/27/2016 ⁽³⁾ 06/27/2023	Common Stock	175	(4)	175	D	
Stock Option (right to buy)	\$28.5	06/27/2016		D			260	(1)	10/29/2017	Common Stock	260	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A			42		06/27/2016 ⁽³⁾ 06/27/2023	Common Stock	42	(4)	42	D	
Stock Option (right to buy)	\$28.5	06/27/2016		D			1,074	(1)	10/29/2017	Common Stock	1,074	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A			168		06/27/2016 ⁽³⁾ 06/27/2023	Common Stock	168	(4)	168	D	
Stock Option (right to buy)	\$28.5	06/27/2016		D			973	(1)	10/29/2017	Common Stock	973	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A			152		06/27/2016 ⁽³⁾ 06/27/2023	Common Stock	152	(4)	152	D	
Stock Option (right to buy)	\$56.7	06/27/2016		D			1,111	(1)	11/18/2019	Common Stock	1,111	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A			98		06/27/2016 ⁽³⁾ 06/27/2023	Common Stock	98	(4)	98	D	
Warrant (common stock right to buy)	\$32.85							(5)	(6)	Common Stock	666		666	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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$38.7	06/27/2016		D			13,333	(1)	02/16/2021	Common Stock	13,333	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A		1,613		06/27/2016 ⁽³⁾	06/27/2023	Common Stock	1,613	(4)	1,613	D	
Stock Option (right to buy)	\$40.05	06/27/2016		D			15,000	(1)	07/12/2021	Common Stock	15,000	(2)	0 ⁽⁷⁾	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A		1,753		06/27/2016 ⁽³⁾	06/27/2023	Common Stock	1,753	(4)	1,753	D	
Stock Option (right to buy)	\$28.5	06/27/2016		D			8,333	(1)	12/14/2021	Common Stock	8,333	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A		1,298		06/27/2016 ⁽³⁾	06/27/2023	Common Stock	1,298	(4)	1,298	D	
Stock Option (right to buy)	\$50.25	06/27/2016		D			57,543	08/10/2012 ⁽⁸⁾	07/10/2022	Common Stock	57,543	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A		5,039		06/27/2016 ⁽³⁾	06/27/2023	Common Stock	5,039	(4)	5,039	D	
Stock Option (right to buy)	\$19.65	06/27/2016		D			66,885	06/30/2013 ⁽⁸⁾	05/31/2023	Common Stock	66,885	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A		14,733		06/27/2016 ⁽³⁾	06/27/2023	Common Stock	14,733	(4)	14,733	D	
Stock Option (right to buy)	\$16.65	06/27/2016		D			11,666	04/09/2015 ⁽⁸⁾	03/09/2025	Common Stock	11,666	(2)	0	D	
Stock Option (right to buy)	\$0.3325	06/27/2016		A		2,570		06/27/2016 ⁽³⁾	06/27/2023	Common Stock	2,570	(4)	2,570	D	
Stock Option (right to buy)	\$1.07							02/25/2016	02/25/2026	Common Stock	50,000		50,000	D	

Explanation of Responses:

- Options currently 100% vested.
- On June 27, 2016, this option was tendered by the reporting person pursuant to EnteroMedics' option exchange offer and was cancelled by the company at the expiration of the offer (see footnote 4).
- Options vest 33% on date noted and thereafter at 1/24th per month.
- On June 27, 2016, in exchange for the cancelled option referenced in footnote 2, the company granted the reporting person a replacement option for the number of shares reflected in column 9 of this line item at the exercise price noted in column 2 of this line item.
- Warrant becomes exercisable 181 days from the date of issuance at close of offering.
- Warrant expires five years from date it first becomes exercisable.
- On January 6, 2016, EnteroMedics Inc. effected a 1-for-15 reverse stock split of its issued and outstanding shares of common stock, par value \$0.01 per share, resulting in a proportional decrease in the total shares of common stock beneficially owned by the reporting person. all previously reported exercise prices, option grants and similar instruments convertible into common stock were proportionally adjusted to reflect the reverse split.
- Vests in increments of 1/48th per month, beginning the date shown.

Remarks:

/s/ Greg S. Lea

06/28/2016

** 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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