

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>KNUDSON MARK B</u>  (Last) (First) (Middle) 2800 PATTON ROAD  (Street) ST. PAUL MN 55113  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EnteroMedics Inc [ ETRM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chrmn, Pres &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2011	
		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								1,382	I	Spouse Revocable Trust
Common Stock								3,215	I	Family Limited Partnership
Common Stock								57,571	I	Revocable Trust 2003

**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)	\$2.76							08/16/2004 <sup>(1)</sup>	08/16/2014	Common Stock	11,575		11,575	D	
Stock Option (right to buy)	\$2.76							(2)	04/27/2015	Common Stock	7,915		7,915	D	
Stock Option (right to buy)	\$2.76							04/20/2007 <sup>(3)</sup>	04/20/2016	Common Stock	6,776		6,776	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(6)</sup>	10/29/2017	Common Stock	33,432		33,432	D	
Warrants (right to buy)	\$23.68							(4)	11/13/2010	Common Stock	337		337	I	Revocable Trust
Warrants (right to buy)	\$23.68							(4)	11/13/2010	Common Stock	169		169	I	Spouse Revocable Trust
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(6)</sup>	10/29/2017	Common Stock	25,902		25,902	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(6)</sup>	10/29/2017	Common Stock	44,131		44,131	D	
Warrant (Right to Buy)	\$8.28							08/24/2009	02/24/2013	Common Stock	5,498		5,498	I	Revocable Trust 2003

**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)	\$1.9							10/29/2010 <sup>(6)</sup>	10/29/2017	Common Stock	50,472		50,472	D	
Stock Option (right to buy)	\$3.78							11/18/2009 <sup>(5)</sup>	11/18/2019	Common Stock	20,833		20,833	D	
Warrant (Common Stock)	\$2.19							(7)	(8)	Common Stock	25,000		25,000	D	
Stock Option (right to buy)	\$2.58	02/16/2011		A		350,000		03/16/2012 <sup>(9)</sup>	02/16/2021	Common Stock	350,000	\$0.00	350,000	D	

**Explanation of Responses:**

- 32,968 shares vest immediately, of the remaining shares 25% vest on the first anniversary of the date of grant and thereafter at 1/36th per month for 36 months, beginning the date shown.
- Currently 100% vested in accordance with achievement of milestone vesting terms.
- Vests 25% on the first anniversary of the date of grant and 1/36th per month for 36 months thereafter, beginning the date shown.
- Immediately exercisable.
- 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 the date it becomes exercisable.
- Vests in increments of 1/48th per month, beginning the date shown.

/s/ Mark B. Knudson

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.

**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.**