

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* KLINGENSTEIN PAUL H			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2007					
428 UNIVERSITY AVE C/O ACCEL PARTNERS			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 Form filed by More than One Reporting Person		
(Street) PALO ALTO CA 94301								
(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	11/20/2007		C		58,091	A	(1)	58,091	D	
Common Stock	11/20/2007		C		26,934	A	(1)	29,704	I	See below ⁽²⁾
Common Stock	11/20/2007		C		1,188,058	A	(1)	1,310,288	I	See below ⁽³⁾
Common Stock	11/20/2007		C		237,254	A	(1)	362,254	I	See below ⁽⁴⁾

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				
Series B Preferred Stock	(1)	11/20/2007		C			21,607	(1)	(1)	Common Stock	21,607	\$0	0	I	See below ⁽²⁾
Series B Preferred Stock	(1)	11/20/2007		C			952,972	(1)	(1)	Common Stock	952,972	\$0	0	I	See below ⁽³⁾
Series B Preferred Stock	(1)	11/20/2007		C			38,853	(1)	(1)	Common Stock	38,853	\$0	0	D	
Series C Preferred Stock	(1)	11/20/2007		C			5,327	(1)	(1)	Common Stock	5,327	\$0	0	I	See below ⁽²⁾
Series C Preferred Stock	(1)	11/20/2007		C			235,086	(1)	(1)	Common Stock	235,086	\$0	0	I	See below ⁽³⁾
Series C Preferred Stock	(1)	11/20/2007		C			19,238	(1)	(1)	Common Stock	19,238	\$0	0	D	
Series C Preferred Stock	(1)	11/20/2007		C			237,254	(1)	(1)	Common Stock	237,254	\$0	0	I	See below ⁽⁴⁾
Common Stock Warrant	\$0.46							(5)	12/12/2010	Common Stock	937		937	I	See below ⁽²⁾
Common Stock Warrant	\$0.46							(5)	12/12/2010	Common Stock	41,293		41,293	I	See below ⁽³⁾
Common Stock Warrant	\$0.46							(5)	12/12/2010	Common Stock	1,684		1,684	D	

Explanation of Responses:

1. The convertible preferred stock automatically converted one-to-one into common stock upon completion of the initial public offering.

2. Represents shares held by Aberdare Ventures II (Bermuda), L.P. Mr. Klingenstein is a managing partner of Aberdare Ventures II (Bermuda), L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
3. Represents shares held by Aberdare Ventures II, L.P. Mr. Klingenstein is a managing partner of Aberdare Ventures II, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
4. Represents shares held by Aberdare II Annex Fund, L.P. Mr. Klingenstein is a managing partner of Aberdare II Annex Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
5. Immediately exercisable.

/s/ Paul Klingenstein

11/20/2007

** 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.