

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>FRIEDMAN CATHY</b>  (Last) (First) (Middle) <b>2800 PATTON ROAD</b>  (Street) <b>ST. PAUL MN 55113</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EnteroMedics Inc [ ETRM ]</b>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/06/2015</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								2,000	D	
Common Stock								11,800	I	Family Trust

**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
Director Option (right to buy)	\$44.77							04/27/2007 <sup>(1)</sup>	04/27/2017	Common Stock	4,578	4,578	D		
Director Option (right to buy)	\$26.4							05/06/2008 <sup>(1)</sup>	05/06/2018	Common Stock	3,333	3,333	D		
Director Option (right to buy)	\$11.58							05/05/2009 <sup>(1)</sup>	05/05/2019	Common Stock	1,666	1,666	D		
Director Option (right to buy)	\$2.52							05/06/2010 <sup>(1)</sup>	05/06/2020	Common Stock	1,666	1,666	D		
Director Option (right to buy)	\$2.63							05/05/2011 <sup>(1)</sup>	05/05/2021	Common Stock	10,000	10,000	D		
Director Option (right to buy)	\$2.77							05/09/2012 <sup>(1)</sup>	05/09/2022	Common Stock	10,000	10,000	D		
Director Option (right to buy)	\$0.88							05/08/2013 <sup>(1)</sup>	05/08/2023	Common Stock	10,000	10,000	D		
Director Option (right to buy)	\$1.84							05/07/2014 <sup>(1)</sup>	05/07/2024	Common Stock	25,000	25,000	D		
Director Option (right to buy)	\$1.12	05/06/2015		A		25,000		05/06/2015 <sup>(1)</sup>	05/06/2025	Common Stock	25,000	\$0.00	25,000	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				
Director Option (right to buy)	\$1.12	05/06/2015		A		25,000		06/06/2015 <sup>(2)</sup>	05/06/2025	Common Stock	25,000	\$0.00	25,000	D	

**Explanation of Responses:**

- Vests immediately as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.
- Vests in cumulative installments of 1/12th per month beginning the date shown.

**Remarks:**

/s/ Greg S. Lea, Attorney-in-Fact for Catherine Friedman

05/08/2015

\*\* 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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