

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* EVNIN LUKE (Last) (First) (Middle) C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR (Street) BOSTON MA 02116 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2010	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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
Common Stock Warrant (Right to Buy)	\$2.15	09/30/2010		P		704,607 ⁽¹⁾		(2)(4)	(2)	Common Stock	704,607	\$0.125	704,607	I	See footnote ⁽¹⁾
Series A Non-Voting Convertible Preferred Stock	(3)	09/30/2010		P		704,607 ⁽⁵⁾		(3)(4)	(3)	Common Stock	704,607	\$1.72	704,607	I	See footnote ⁽⁵⁾

Explanation of Responses:

- The Warrants were purchased and are held as follows: 586,338 by MPM BioVentures III QP, L.P. ("BV III QP"), 39,423 by MPM BioVentures III, L.P. ("BV III"), 11,584 by MPM Asset Management Investors 2002 BVIII LLC ("AM 2002"), 17,714 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 49,548 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general partners of BV III QP, BV III, BV Parallel and BV KG. The Reporting Person is a Series A member of MPM III LLC and a manager of AM 2002. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- The Warrant exercise period (the "Exercise Period") shall begin on the later to occur of (a) the date that is 181 days from the date of the issuance of the Warrant and (b) the date on which the Equity Offering (as defined in Securities Purchase Agreement dated September 30, 2010 by and between the Issuer and the Purchasers) commences, and shall end on the fifth anniversary of the date on which the Exercise Period begins.
- The Series A Non-Voting Convertible Preferred Stock is convertible into Common Stock at any time on a one-for-one basis, and has no expiration date.
- No Reporting Person shall be permitted to convert an amount of Convertible Preferred Stock or exercise the Warrants for an amount of Common Stock that would result in such holder owning more than 19.99% of the Issuer's Common Stock outstanding after such conversion and/or exercise.
- The shares were purchased and are held as follows: 586,338 by BV III QP, 39,423 by BV III, 11,584 by AM 2002, 17,714 by BV Parallel and 49,548 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

/s/ Luke Evnin

10/04/2010

** 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.