

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* <u>Aberdare GP II, L.L.C.</u> (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER</u> <u>SUITE 4000</u> (Street) <u>SAN FRANCISCO CA 94111</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2007</u> | |

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 | | 26,934 | A | (1) | 29,704 | D ⁽³⁾ | |
| Common Stock | 11/20/2007 | | C | | 1,188,058 | A | (1) | 1,310,288 | D ⁽⁴⁾ | |
| Common Stock | 11/20/2007 | | C | | 237,254 | A | (1) | 362,254 | D ⁽⁵⁾ | |
| Common Stock | 11/20/2007 | | C | | 58,091 | A | (1) | 58,091 | I | Paul Klingenstein ⁽²⁾ |

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 | D ⁽²⁾⁽³⁾ | |
| Series B Preferred Stock | (1) | 11/20/2007 | | C | | | 952,972 | (1) | (1) | Common Stock | 952,972 | \$0 | 0 | D ⁽²⁾⁽⁴⁾ | |
| Series B Preferred Stock | (1) | 11/20/2007 | | C | | | 38,853 | (1) | (1) | Common Stock | 38,853 | \$0 | 0 | I ⁽²⁾ | Paul Klingenstein |
| Series C Preferred Stock | (1) | 11/20/2007 | | C | | | 237,254 | (1) | (1) | Common Stock | 237,254 | \$0 | 0 | D ⁽²⁾⁽⁵⁾ | |
| Series C Preferred Stock | (1) | 11/20/2007 | | C | | | 5,327 | (1) | (1) | Common Stock | 5,327 | \$0 | 0 | D ⁽²⁾⁽³⁾ | |
| Series C Preferred Stock | (1) | 11/20/2007 | | C | | | 19,238 | (1) | (1) | Common Stock | 19,238 | \$0 | 0 | I ⁽²⁾ | Paul Klingenstein |
| Series C Preferred Stock | (1) | 11/20/2007 | | C | | | 235,086 | (1) | (1) | Common Stock | 235,086 | \$0 | 0 | D ⁽²⁾⁽⁴⁾ | |
| Common Stock Warrant | \$0.46 | | | | | | | (6) | 12/12/2010 | Common Stock | 937 | | 937 | D ⁽²⁾⁽³⁾ | |
| Common Stock Warrant | \$0.46 | | | | | | | (6) | 12/12/2010 | Common Stock | 41,293 | | 41,293 | D ⁽²⁾⁽⁴⁾ | |
| Common Stock Warrant | \$0.46 | | | | | | | (6) | 12/12/2010 | Common Stock | 1,684 | | 1,684 | I ⁽²⁾ | Paul Klingenstein |

1. Name and Address of Reporting Person*
Aberdare GP II, L.L.C.

| | | |
|-------------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| ONE EMBARCADERO CENTER | | |
| SUITE 4000 | | |
| _____ (Street) | | |
| SAN FRANCISCO CA | | 94111 |
| _____ (City) (State) (Zip) | | |

1. Name and Address of Reporting Person*

[Aberdare Ventures II, L.P.](#)

| | | |
|-------------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| ONE EMBARCADERO CENTER | | |
| SUITE 4000 | | |
| _____ (Street) | | |
| SAN FRANCISCO CA | | 94111 |
| _____ (City) (State) (Zip) | | |

1. Name and Address of Reporting Person*

[Aberdare Ventures II \(Bermuda\), L.P.](#)

| | | |
|-------------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| ONE EMBARCADERO CENTER | | |
| SUITE 4000 | | |
| _____ (Street) | | |
| SAN FRANCISCO CA | | 94111 |
| _____ (City) (State) (Zip) | | |

1. Name and Address of Reporting Person*

[ABERDARE II ANNEX FUND L P](#)

| | | |
|-------------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| ONE EMBARCADERO CENTER | | |
| SUITE 4000 | | |
| _____ (Street) | | |
| SAN FRANCISCO CA | | 94111 |
| _____ (City) (State) (Zip) | | |

Explanation of Responses:

1. The convertible preferred stock automatically converted one-to-one into common stock upon completion of the initial public offering.
2. Paul Klingenstein, a director of EnteroMedics Inc., is a managing partner and Aberdare GP II, LLC is the general partner of each of Aberdare Ventures II, L.P., Aberdare Ventures II (Bermuda), L.P. and Aberdare II Annex Fund, L.P.
3. Represents shares held by Aberdare Ventures II (Bermuda), L.P.
4. Represents shares held by Aberdare Ventures II, L.P.
5. Represents shares held by Aberdare II Annex Fund, L.P.
6. Immediately exercisable.

Remarks:

Signed by Paul Klingenstein, as Managing Partner, for and on behalf of Aberdare Ventures GP II, LLC, Aberdare Ventures II, L.P., Aberdare Ventures II (Bermuda), L.P. and Aberdare II Annex Fund, L.P.

/s/ Paul Klingenstein, Managing Partner 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.