

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>LEA GREGORY S</u>			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 10% Owner X Officer (give title below) Other (specify below) CFO and CCO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
2800 PATTON ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ST. PAUL MN 55113</u>								
(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								184 ⁽¹⁾	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					
Stock Option (right to buy)	\$28.5 ⁽¹⁾							(2)	10/29/2017	Common Stock	1,114	1,114 ⁽¹⁾	D	
Stock Option (right to buy)	\$28.5 ⁽¹⁾							(2)	10/29/2017	Common Stock	260	260 ⁽¹⁾	D	
Stock Option (right to buy)	\$28.5 ⁽¹⁾							(2)	10/29/2017	Common Stock	1,074	1,074 ⁽¹⁾	D	
Stock Option (right to buy)	\$28.5 ⁽¹⁾							(2)	10/29/2017	Common Stock	973	973 ⁽¹⁾	D	
Stock Option (right to buy)	\$56.7 ⁽¹⁾							(2)	11/18/2019	Common Stock	1,111	1,111 ⁽¹⁾	D	
Warrant (common stock right to buy)	\$32.85 ⁽¹⁾							(3)	(4)	Common Stock	666	666 ⁽¹⁾	D	
Stock Option (right to buy)	\$38.7 ⁽¹⁾							(2)	02/16/2021	Common Stock	13,333	13,333 ⁽¹⁾	D	
Stock Option (right to buy)	\$40.05 ⁽¹⁾							(2)	07/12/2021	Common Stock	15,000	15,000 ⁽¹⁾	D	
Stock Option (right to buy)	\$28.5 ⁽¹⁾							(2)	12/14/2021	Common Stock	8,333	8,333 ⁽¹⁾	D	
Stock Option (right to buy)	\$50.25 ⁽¹⁾							08/10/2012 ⁽⁵⁾	07/10/2022	Common Stock	57,543	57,543 ⁽¹⁾	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				
Stock Option (right to buy)	\$19.65 ⁽¹⁾							06/30/2013 ⁽⁵⁾	05/31/2023	Common Stock	66,885		66,885 ⁽¹⁾	D	
Stock Option (right to buy)	\$16.65 ⁽¹⁾							04/09/2015 ⁽⁵⁾	03/09/2025	Common Stock	11,666		11,666 ⁽¹⁾	D	
Stock Option (right to buy)	\$1.07	02/25/2016		A		50,000		02/25/2016	02/25/2026	Common Stock	50,000	\$0.00	50,000	D	

Explanation of Responses:

- On January 6, 2016, EnteroMedics Inc. effected a 1-for-15 reverse stock split of its issued and outstanding shares of common stock, par value \$0.01 per share, resulting in a proportional decrease in the total shares of common stock beneficially owned by the reporting person. all previously reported exercise prices, option grants and similar instruments convertible into common stock were proportionally adjusted to reflect the reverse split.
- Options currently 100% vested.
- Warrant becomes exercisable 181 days from the date of issuance at close of offering.
- Warrant expires five years from date it first becomes exercisable.
- Vests in increments of 1/48th per month, beginning the date shown.

Remarks:

THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED.

/s/ Greg S. Lea

02/29/2016

** 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.