

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Donders Adrianus</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP of Research &amp; Adv Dev</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
No securities are held										
								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					
Stock Option (right to buy)	\$2.76							04/11/2006 <sup>(1)</sup>	04/11/2015	Common Stock	14,652	14,652	D	
Stock Option (right to buy)	\$2.76							(2)	04/27/2015	Common Stock	3,663	3,663	D	
Stock Option (right to buy)	\$2.76							04/20/2007 <sup>(1)</sup>	04/20/2016	Common Stock	5,769	5,769	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(4)</sup>	10/29/2017	Common Stock	7,268	7,268	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(4)</sup>	10/29/2017	Common Stock	5,925	5,925	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(4)</sup>	10/29/2017	Common Stock	1,337	1,337	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(4)</sup>	10/29/2017	Common Stock	10,835	10,835	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(4)</sup>	10/29/2017	Common Stock	5,847	5,847	D	
Stock Option (right to buy)	\$3.78							11/18/2009 <sup>(3)</sup>	11/18/2019	Common Stock	11,666	11,666	D	
Stock Option (right to buy)	\$2.58							03/16/2011 <sup>(5)</sup>	02/16/2021	Common Stock	30,000	30,000	D	
Stock Option (right to buy)	\$2.67							08/12/2011 <sup>(6)</sup>	07/12/2021	Common Stock	25,000	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				
Stock Option (right to buy)	\$1.9							01/14/2012 <sup>(6)</sup>	12/14/2021	Common Stock	50,000		50,000	D	
Stock Option (right to buy)	\$3.35 <sup>(7)</sup>	09/27/2012		A		355,063		08/10/2012 <sup>(6)</sup>	07/10/2022	Common Stock	355,063	\$0.00	355,063	D	

**Explanation of Responses:**

- Vests 25% on the first anniversary of the date of grant and 1/36th per month for 36 months thereafter, beginning the date shown.
- Currently 100% vested in accordance with achievement of milestone vesting terms.
- 25% vests immediately and the remaining 75% vests on 11/15/2010; 100% of unvested shares become vested upon change in control.
- Options vest 33% on date noted and thereafter at 1/24th per month.
- Half of option vests as to approximately 1,500 shares per month starting 3/16/2011 and ending 12/16/2011. The remaining 15,000 shares will vest provided that certain performance criteria are met
- Vests in increments of 1/48th per month, beginning the date shown.
- The exercise price is the closing price on July 10, 2012, the date the board authorized the grants subject to stockholder approval of the increase in the number of shares available for awards under the stock incentive plan, which was obtained on September 27, 2012.

/s/ Greg S. Lea, Attorney in Fact  
for Adrianus (Jos) Donders 09/28/2012

\*\* 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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