

**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>BAY CITY CAPITAL LLC</u>  (Last) (First) (Middle) <u>750 BATTERY STREET, SUITE 400</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>10/24/2008</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

**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	10/24/2008		P		48,553	A	\$1.1	2,722,421	D <sup>(1)(2)</sup>	
Common Stock	10/24/2008		P		1,047	A	\$1.1	58,680	D <sup>(1)(3)</sup>	

**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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
BAY CITY CAPITAL LLC  
 (Last) (First) (Middle)  
750 BATTERY STREET, SUITE 400  
 (Street)  
SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bay City Capital Fund IV, L.P.  
 (Last) (First) (Middle)  
750 BATTERY STREET, SUITE 400  
 (Street)  
SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BAY CITY CAPITAL FUND IV CO INVESTMENT FUND LP  
 (Last) (First) (Middle)

750 BATTERY STREET, SUITE 400

(Street)

SAN FRANCISCO CA

94111

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Bay City Capital Management IV LLC

(Last)

(First)

(Middle)

750 BATTERY STREET, SUITE 400

(Street)

SAN FRANCISCO CA

94111

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Bay City Capital Fund IV, L.P. ("Fund IV"), Bay City Capital Fund IV Co-Investment Fund, L.P. ("Co-Investment IV"), Bay City Capital Management IV LLC ("Management IV") and Bay City Capital LLC ("BCC") are deemed to be a "group" for the purpose of Section 13(d) under the Securities Exchange Act of 1934.
2. Represent shares held by Fund IV; and indirect interests of BCC, the manager of Management IV, and Management IV, the general partner of Fund IV. BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.
3. Represent shares held by Co-Investment IV; and indirect interests of BCC, the manager of Management IV, and Management IV, the general partner of Co-Investment IV. BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.

/s/ Carl Goldfischer

10/28/2008

\*\* 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.**