Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasilington,	D.C.	20070

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL	OWNERSHIP
Section 16. Form 4 or Form 5		• • • • • • • • • • • • • • • • • • • •
obligations may continue. See		

OMB APPROVAL 3235-0287 Estimated average burden

0.5

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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

		Reporting Person* Courtney					Name a r Medio							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) 2800 PA	(F	•	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2017									Officer (give title below)		Other (speci below)	
(Street) ST. PAU (City)			55113 (Zip)		4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Lir	e) X Form f	al or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(3			n-Deri	vativ	e Se	curitie	ς Δι	rauirea	l Die	snosed o	f or Re	neficia	lly Owned	<u> </u>			
1. Title of Security (Instr. 3)				2. Tran	nsaction	2A. Deemed Execution Date,		e, Transaction Code (Instr. 5)		ies Acquired (A) or Of (D) (Instr. 3, 4 and		5. Amou Securiti Benefici Owned	5. Amount of Securities Beneficially Owned Following		: Direct I r Indirect I str. 4)	7. Nature of ndirect Beneficial Ownership		
									Code V		Amount	(A) or (D) Price		Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common	Stock														0		D	
			Table II -								osed of, convertil			/ Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Day if any (Month/Day/	ate,	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisal Expiration Date (Month/Day/Year		е	7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Numbe derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	ve es ially ng ed etion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amoun or Numbe of Shares					
Director Option (Right to Buy)	\$325.5 ⁽¹⁾								(2)		07/31/2025	Common Stock	23		23 ⁽¹)	D	
Director Option (Right to Buy)	\$52.5 ⁽¹⁾								05/04/20	16 ⁽³⁾	05/04/2026	Common Stock	42		42 ⁽¹⁾)	D	
Director Option										(2)		Common						

Explanation of Responses:

\$7.12

1. On December 27, 2016, EnteroMedics Inc. effected a 1-for-70 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.

02/08/2017⁽³⁾ 02/08/2027

2. 25% of the shares subject to the option are exercisable immediately. The remaining 75% of the shares subject to the option shall vest in a series of thirty-six (36) successive equal monthly installments upon completion of each month beginning on August 31, 2015 and ending on July 31, 2018.

30,000

3. Vests immediately as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.

Remarks:

(Right to

EX 24: McDougal Power of Attorney Attached THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED.

> /s/ Scott P. Youngstrom, Attorney in Fact for Lori

** Signature of Reporting Person

30,000

Stock

\$0.00

02/10/2017

30,000

D

Courtney McDougal.

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).

02/08/2017

** 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.

Know all by these presents, that I hereby constitute and appoint each of Dan W. Gladney, Scott P. Youngstrom and Peter M. DeLange my true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution for me and in my name, place and stead, to:

- 1. execute for me and on my behalf, in my capacity as an officer and/or director of EnteroMedics Inc, Forms 3, 4 or 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder;
- 2. do and perform any and all acts for me and on my behalf which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such Form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to me, in my best interest or legally required by me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is EnteroMedics Inc. assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4 and 5 with respect to my holdings of and transactions in securities of EnteroMedics Inc, unless earlier revoked by me in a signed writing delivered to the attorneys-in-fact named above.

IN WITNESS WHEREOF, I have signed this Power of Attorney on October 10,2016.

/s/ Lori Courtney McDougal Lori Courtney McDougal