
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

EnteroMedics, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

29365M208
(CUSIP Number of Class of Securities)

Donna M. Cochener
Davis Wright Tremaine
1201 Third Avenue, Suite 2200
Seattle, Washington 98101
(206) 757-8271

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 16, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Continued on following pages)

(Page 1 of 9 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G/A

CUSIP No. 29365M208	
1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) Kevin Douglas
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 Sole Voting Power 3,980 (1)
	6 Shared Voting Power 6,371,404 (2)
	7 Sole Dispositive Power 3,980 (1)
	8 Shared Dispositive Power 8,007,725 (3)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,011,705
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 19.5% (4)
12	Type of Reporting Person IN

- (1) Held by the KGD 2010 Annuity Trust VI, of which Kevin Douglas is the trustee and beneficiary, and includes currently exercisable warrants to purchase up to 1,990 shares at \$2.19 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (2) Kevin Douglas and his wife, Michelle Douglas, hold jointly as the beneficiaries and co-trustees of the K&M Douglas Trust 2,376,872 shares, currently exercisable warrants to purchase up to 506,020 shares at \$2.19 per share and warrants to purchase up to 87,000 shares at \$1.90 per share. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants' Trust, which holds 2,406,512 shares, currently exercisable warrants to purchase up to 850,000 shares at \$2.19 per share and currently exercisable warrants to purchase up to 145,000 shares at \$1.90 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.

- (3) Kevin Douglas has dispositive power with respect to: 1,234,341 shares, currently exercisable warrants to purchase up to 340,000 shares at \$2.19 per share and currently exercisable warrants to purchase up to 58,000 shares at \$1.90 per share held by the Douglas Family Trust; and 1,990 shares and currently exercisable warrants to purchase up to 1,990 shares at \$2.19 per share held by the MMD 2010 Annuity Trust VI, of which Michelle Douglas is trustee and beneficiary, in addition to the shares listed in footnote (2) above. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (4) Based on 39,024,451 shares of the Issuer's common stock outstanding following the issuance of additional stock on April 18, 2012, as reported on its 424(b)(5) prospectus supplement filed with the Securities and Exchange Commission (the "SEC") on April 17, 2012.

SCHEDULE 13G/A

CUSIP No. 29365M208	
1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) Michelle Douglas
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 Sole Voting Power 3,980 (1)
	6 Shared Voting Power 6,371,404 (2)
	7 Sole Dispositive Power -0-
	8 Shared Dispositive Power 6,375,384 (3)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,375,384 (3)
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 15.7% (4)
12	Type of Reporting Person IN

- (1) Held by the MMD 2010 Annuity Trust VI, of which Michelle Douglas is trustee and beneficiary, and includes currently exercisable warrants to purchase 1,990 shares at \$2.19 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (2) Kevin Douglas and his wife, Michelle Douglas, hold jointly as the beneficiaries and co-trustees of the K&M Douglas Trust 2,376,872 shares, currently exercisable warrants to purchase up to 506,020 shares at \$2.19 per share and warrants to purchase up to 87,000 shares at \$1.90 per share. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants' Trust, which holds 2,406,512 shares, currently exercisable warrants to purchase up to 850,000 shares at \$2.19 per share and currently exercisable warrants to purchase up to 145,000 shares at \$1.90 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (3) Includes shares and warrants held by MMD 2010 Annuity Trust VI in addition to those included in footnote (2) above.

-
- (4) Based on 39,024,451 shares of the Issuer's common stock outstanding following the issuance of additional stock on April 18, 2012, as reported on its 424(b)(5) prospectus supplement filed with the Securities and Exchange Commission (the "SEC") on April 17, 2012.

CUSIP No. 29365M208	
1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) K&M Douglas Trust (1)
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization California
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 Sole Voting Power 2,969,892 (2)
	6 Shared Voting Power -0-
	7 Sole Dispositive Power -0-
	8 Shared Dispositive Power 2,969,892 (2)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,969,892 (2)
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 7.5% (3)
12	Type of Reporting Person OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are beneficiaries and co-trustees.
- (2) Includes 2,376,872 shares, warrants to purchase up to 506,020 shares at \$2.19 per share and warrants to purchase up to 87,000 shares at \$1.90 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (3) Based on 39,024,451 shares of the Issuer's common stock outstanding following the issuance of additional stock on April 18, 2012, as reported on its 424(b)(5) prospectus supplement filed with the Securities and Exchange Commission (the "SEC") on April 17, 2012.

CUSIP No. 29365M208	
1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) Douglas Family Trust (1)
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization California
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 Sole Voting Power 1,632,341 (2)
	6 Shared Voting Power -0-
	7 Sole Dispositive Power -0-
	8 Shared Dispositive Power 1,632,341 (2)(3)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,341 (2)
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 4.1% (4)
12	Type of Reporting Person OO

- (1) James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are co-trustees.
- (2) Includes 1,234,341 shares, currently exercisable warrants to purchase up to 340,000 shares at \$2.19 per share and currently exercisable warrants to purchase up to 58,000 shares at \$1.90 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (3) Kevin Douglas has dispositive power with respect to the securities held by the Douglas Family Trust.
- (4) Based on 39,024,451 shares of the Issuer's common stock outstanding following the issuance of additional stock on April 18, 2012, as reported on its 424(b)(5) prospectus supplement filed with the Securities and Exchange Commission (the "SEC") on April 17, 2012.

CUSIP No. 29365M208

1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only)	James Douglas and Jean Douglas Irrevocable Descendants' Trust (1)
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	California
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	Sole Voting Power 3,401,512 (2)
	6	Shared Voting Power -0-
	7	Sole Dispositive Power 3,401,512 (2)
	8	Shared Dispositive Power -0-
9	Aggregate Amount Beneficially Owned by Each Reporting Person	3,401,512 (2)
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11	Percent of Class Represented by Amount in Row (9)	8.5% (2)
12	Type of Reporting Person	OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
- (2) Includes 3,401,512 shares, currently exercisable warrants to purchase up to 850,000 shares at \$2.19 per share and currently exercisable warrants to purchase up to 145,000 shares at \$1.90 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (3) Based on 39,024,451 shares of the Issuer's common stock outstanding following the issuance of additional stock on April 18, 2012, as reported on its 424(b)(5) prospectus supplement filed with the Securities and Exchange Commission (the "SEC") on April 17, 2012.

CUSIP No. 29365M208	
1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) KGD 2010 Annuity Trust VI (1)
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization California
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 Sole Voting Power 3,980 (2)
	6 Shared Voting Power -0-
	7 Sole Dispositive Power 3,980 (2)
	8 Shared Dispositive Power -0-
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,980 (2)
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.01% (3)
12	Type of Reporting Person OO

- (1) Kevin Douglas is the trustee and beneficiary.
- (2) Includes currently exercisable warrants to purchase up to 1,990 shares at \$2.19 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (3) Based on 39,024,451 shares of the Issuer's common stock outstanding following the issuance of additional stock on April 18, 2012, as reported on its 424(b)(5) prospectus supplement filed with the Securities and Exchange Commission (the "SEC") on April 17, 2012.

CUSIP No. 29365M208	
1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) MMD 2010 Annuity Trust VI (1)
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization California
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 Sole Voting Power 3,980 (2)
	6 Shared Voting Power -0-
	7 Sole Dispositive Power -0-
	8 Shared Dispositive Power 3,980 (2)(3)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,980 (2)
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.01% (4)
12	Type of Reporting Person OO

- (1) Michelle Douglas is the trustee and beneficiary.
- (2) Includes currently exercisable warrants to purchase up to 1,990 shares at \$2.19 per share. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 19.99% of the issuer's common stock.
- (3) Kevin Douglas also has dispositive power.
- (4) Based on 39,024,451 shares of the Issuer's common stock outstanding following the issuance of additional stock on April 18, 2012, as reported on its 424(b)(5) prospectus supplement filed with the Securities and Exchange Commission (the "SEC") on April 17, 2012.

Item 1.

- (a) Name of Issuer:
EnteroMedics Inc.
- (b) Address of Issuer's Principal Executive Offices:
2800 Patton Road
St. Paul, MN 55113

Item 2.

- (1)(a) NAME OF PERSONS FILING:
Kevin Douglas
Michelle Douglas
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939
- (c) CITIZENSHIP:
United States
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
29365M208
- (2)(a) NAME OF PERSONS FILING:
K&M Douglas Trust
Douglas Family Trust
James Douglas and Jean Douglas Irrevocable Descendants' Trust
KGD 2010 Annuity Trust VI
MMD 2010 Annuity Trust VI
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939
- (c) CITIZENSHIP:
California
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
29365M208

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. Ownership

Reference is made as to each of the Reporting Persons hereunder to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G and associated footnotes, which are incorporated by reference herein.

Each of the Reporting Persons hereunder may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Exchange Act"), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons hereunder. Although the Reporting Persons are reporting such securities as if they were members of a "group," the filing of this Schedule 13G shall not be construed as an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4 of this Schedule 13G and the Joint Filing Agreement attached hereto as Exhibit A.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 24, 2012

* Kevin Douglas

KEVIN DOUGLAS

Date: April 24, 2012

* Michelle Douglas

MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: April 24, 2012

* Kevin Douglas

By: Kevin Douglas

Title: Trustee

Date: April 24, 2012

* Michelle Douglas

By: Michelle Douglas

Title: Trustee

DOUGLAS FAMILY TRUST

Date: April 24, 2012

* James E. Douglas, Jr.

By: James E. Douglas, Jr.

Title: Trustee

Date: April 24, 2012

* Jean A. Douglas

By: Jean A. Douglas

Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS' TRUST

Date: April 24, 2012

* Kevin Douglas

By: Kevin Douglas

Title: Trustee

Date: April 24, 2012

* Michelle Douglas

By: Michelle Douglas

Title: Trustee

KGD 2010 ANNUITY TRUST VI

Date: April 24, 2012

* Kevin Douglas

By: Kevin Douglas

Title: Trustee

MMD ANNUITY TRUST VI

Date: April 24, 2012

* Michelle Douglas

By: Michelle Douglas

Title: Trustee

*By: /s/ Eileen Wheatman

Eileen Wheatman

Attorney-in-fact

EXHIBIT A

JOINT FILING AGREEMENT

This Joint Filing Agreement (this "Agreement") hereby confirms the agreement by and among all of the undersigned that the Schedule 13G to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares Common Stock of EnteroMedics Inc. is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: April 24, 2012

* Kevin Douglas

KEVIN DOUGLAS

Date: April 24, 2012

* Michelle Douglas

MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: April 24, 2012

* Kevin Douglas

By: Kevin Douglas

Title: Trustee

Date: April 24, 2012

* Michelle Douglas

By: Michelle Douglas

Title: Trustee

DOUGLAS FAMILY TRUST

Date: April 24, 2012

* James E. Douglas, Jr.

By: James E. Douglas, Jr.

Title: Trustee

Date: April 24, 2012

* Jean A. Douglas

By: Jean A. Douglas

Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS' TRUST

Date: April 24, 2012

* Kevin Douglas

By: Kevin Douglas

Title: Trustee

Date: April 24, 2012

* Michelle Douglas

By: Michelle Douglas

Title: Trustee

KGD 2010 ANNUITY TRUST VI

Date: April 24, 2012

* Kevin Douglas

By: Kevin Douglas

Title: Trustee

MMD 2010 ANNUITY TRUST VI

Date: April 24, 2012

* Michelle Douglas

By: Michelle Douglas

Title: Trustee

*By: /s/ Eileen Wheatman

Eileen Wheatman

Attorney-in-fact