

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>KLINGENSTEIN PAUL H</u>  (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER</u> <u>SUITE 4000</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	12/14/2010		C		16,525	A	\$0 <sup>(1)</sup>	26,207	D <sup>(2)</sup>	
Common Stock	12/14/2010		C		406,504	A	\$0 <sup>(1)</sup>	693,249	I	By Aberdare II Annex Fund, L.P. <sup>(3)(4)</sup>
Common Stock								238,565	I	By Aberdare Ventures II, L.P. <sup>(5)</sup>
Common Stock								4,950	I	By Aberdare Ventures II Bermuda, L.P. <sup>(6)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Non-Voting Convertible Preferred Stock	(1)	12/14/2010		C			406,504	(1)	(1)	Common Stock	406,504	\$0	0	I	See footnote <sup>(7)</sup>
Series A Non-Voting Convertible Preferred Stock	(1)	12/14/2010		C			16,525	(1)	(1)	Common Stock	16,525	\$0	0	D <sup>(7)</sup>	

**Explanation of Responses:**

- The Series A Non-Voting Convertible Preferred Stock converted into the Issuer's Corporation common stock on a 1-for-1 basis and had no expiration date.
- The securities are owned by Paul H. Klingenstein ("Klingenstein").
- The securities are owned by Aberdare II Annex Fund, L.P. ("Aberdare Annex II"). Aberdare GP II, L.L.C. ("Aberdare GP II") serves as the sole General Partner of Aberdare Annex II, Aberdare Ventures II, L.P. ("Aberdare II") and Aberdare Ventures II Bermuda, L.P. ("Aberdare II Bermuda"), and has sole voting and investment control over the securities owned by Aberdare Annex II, Aberdare II and Aberdare II Bermuda, and may be deemed to own beneficially the securities held by Aberdare Annex II, Aberdare II and Aberdare II Bermuda.
- Aberdare GP II however owns no securities of the Issuer directly. Klingenstein is a manager of Aberdare GP II and has voting and dispositive power over the securities held by Aberdare Annex II, Aberdare II and Aberdare II Bermuda. Klingenstein disclaims beneficial ownership of the securities held by Aberdare Annex II, except to the extent of his proportionate pecuniary interest therein.
- The securities are owned by Aberdare II.
- The securities are owned by Aberdare II Bermuda.
- No securities owned.

/s/ Paul H. Klingenstein

12/16/2010

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.**