

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
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1. Name and Address of Reporting Person* <u>KLINGENSTEIN PAUL H</u> (Last) (First) (Middle) <u>C/O ABERDARE VENTURES</u> <u>ONE EMBARCADERO CENTER, 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>05/23/2008</u>	
		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	05/23/2008		P		25,000	A	\$4.5	1,385,288	I	By Aberdare Ventures II, L.P. ⁽¹⁾
Common Stock	05/23/2008		P		25,000	A	\$4.5	437,254	I	By Aberdare II Annex Fund, L.P. ⁽²⁾

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					

Explanation of Responses:

- The shares are owned by Aberdare Ventures II, L.P. ("Aberdare II"), which is under common control with 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 II, and has sole voting and investment control over the shares owned by Aberdare II, and may be deemed to own beneficially the shares held by Aberdare II. Aberdare GP II however owns no securities of the Issuer directly. Paul H. Klingenstein ("Klingenstein") is the Manager of Aberdare GP II and has voting and dispositive power over the shares held by Aberdare II. Klingenstein disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.
- The shares are owned by Aberdare Annex II, which is under common control with Aberdare II. Aberdare GP II serves as the sole General Partner of Aberdare Annex II, and has sole voting and investment control over the shares owned by Aberdare Annex II, and may be deemed to own beneficially the shares held by Aberdare Annex II. Aberdare GP II however owns no securities of the Issuer directly. Klingenstein is the Manager of Aberdare GP II and has voting and dispositive power over the shares held by Aberdare Annex II. Klingenstein disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

Remarks:

/s/ Paul H. Klingenstein Paul H. Klingenstein, Manager 05/28/2008
 ** 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.