

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>FRIEDMAN CATHY</u> (Last) (First) (Middle) 2800 PATTON ROAD (Street) ST. PAUL MN 55113 (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) 06/19/2014	
		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							2,000	D		
Common Stock	06/19/2014		P		11,800	A	\$1.701 ⁽²⁾	11,800	I	Family Trust

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					
Stock Option (Right to Buy)	\$44.77							04/27/2007 ⁽¹⁾	04/27/2017	Common Stock	4,578	4,578	D	
Stock Option (Right to Buy)	\$26.4							05/06/2008 ⁽¹⁾	05/06/2018	Common Stock	3,333	3,333	D	
Stock Option (Right to Buy)	\$11.58							05/05/2009 ⁽¹⁾	05/05/2019	Common Stock	1,666	1,666	D	
Stock Option (Right to Buy)	\$2.52							05/06/2010 ⁽¹⁾	05/06/2020	Common Stock	1,666	1,666	D	
Stock Option (Right to Buy)	\$2.63							05/05/2011 ⁽¹⁾	05/05/2021	Common Stock	10,000	10,000	D	
Stock Option (Right to Buy)	\$2.77							05/09/2012 ⁽¹⁾	05/09/2022	Common Stock	10,000	10,000	D	
Stock Option (Right to Buy)	\$0.88							05/08/2013 ⁽¹⁾	05/08/2023	Common Stock	10,000	10,000	D	
Stock Option (Right to Buy)	\$1.84							05/07/2014 ⁽¹⁾	05/07/2024	Common Stock	25,000	25,000	D	

Explanation of Responses:

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

2. The price reported is the weighted average purchase price for the transactions reported. The prices paid ranged from \$1.68 to \$1.73. The reporting person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares purchased at each price within the range.

/s/ Greg S. Lea, Attorney-in- 06/20/2014

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.