

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>LEA GREGORY S</b>			2. Issuer Name and Ticker or Trading Symbol <b>EnteroMedics Inc [ ETRM ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP, CFO and COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/09/2015</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<b>2800 PATTON ROAD</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>ST. PAUL</b>	(State) <b>MN</b>	(Zip) <b>55113</b>						
(City)	(State)	(Zip)						

**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								2,750 <sup>(1)</sup>	D	

**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				
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	16,711		16,711	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	3,913		3,913	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	16,118		16,118	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(2)</sup>	10/29/2017	Common Stock	14,597		14,597	D	
Stock Option (right to buy)	\$3.78							(3)	11/18/2019	Common Stock	16,666		16,666	D	
Warrant (common stock right to buy)	\$2.19							(4)	(5)	Common Stock	10,000		10,000	D	
Stock Option (right to buy)	\$2.58							03/16/2011 <sup>(6)</sup>	02/16/2021	Common Stock	200,000		200,000	D	
Stock Option (right to buy)	\$2.67							08/12/2011 <sup>(6)</sup>	07/12/2021	Common Stock	225,000		225,000	D	
Stock Option (right to buy)	\$1.9							01/14/2012 <sup>(6)</sup>	12/14/2021	Common Stock	125,000		125,000	D	
Stock Option (right to buy)	\$3.35 <sup>(7)</sup>							08/10/2012 <sup>(6)</sup>	07/10/2022	Common Stock	863,156		863,156	D	
Stock Option (right to buy)	\$1.31							06/30/2013 <sup>(6)</sup>	05/31/2023	Common Stock	1,003,280		1,003,280	D	

**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				
Stock Option (right to buy)	\$1.11	03/09/2015		A		175,000		04/09/2015 <sup>(6)</sup>	03/09/2025	Common Stock	175,000	\$0.00	175,000	D	

**Explanation of Responses:**

- The total amount noted has been reduced to reflect a correction to the number of shares held by the reporting person based on a Form 5 concurrently filed with this report. All filings made from 2013 to date are deemed to be amended to reflect the correction in shares held.
- Options vest 33% on date noted and thereafter at 1/24th per month.
- Options currently 100% vested.
- Warrant becomes exercisable 181 days from the date of issuance at close of offering.
- Warrant expires five years from date it first becomes exercisable.
- Vests in increments of 1/48th per month, beginning the date shown.
- The exercise price is the closing price on July 10, 2012, the date the board authorized the grants subject to stockholder approval of the increase in the number of shares available for awards under the incentive plan, which was obtained on September 27, 2012.

**Remarks:**

/s/ Greg S. Lea

03/11/2015

\*\* 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.

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