

**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* <b>KNUDSON MARK B</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>Chrmn, Pres &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/14/2011</b>			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		
2800 PATTON ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	ST. PAUL MN 55113				

**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								1,382	I	Spouse Revocable Trust
Common Stock								3,215	I	Family Limited Partnership
Common Stock								57,571	I	Revocable Trust 2003

**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)	\$2.76							08/16/2004 <sup>(1)</sup>	08/16/2014	Common Stock	11,575		11,575	D	
Stock Option (right to buy)	\$2.76							(2)	04/27/2015	Common Stock	7,915		7,915	D	
Stock Option (right to buy)	\$2.76							04/20/2007 <sup>(3)</sup>	04/20/2016	Common Stock	6,776		6,776	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(6)</sup>	10/29/2017	Common Stock	33,432		33,432	D	
Warrants (right to buy)	\$23.68							(4)	11/13/2010	Common Stock	337		337	I	Revocable Trust
Warrants (right to buy)	\$23.68							(4)	11/13/2010	Common Stock	169		169	I	Spouse Revocable Trust
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(6)</sup>	10/29/2017	Common Stock	25,902		25,902	D	
Stock Option (right to buy)	\$1.9							10/29/2010 <sup>(6)</sup>	10/29/2017	Common Stock	44,131		44,131	D	
Warrant (Right to Buy)	\$8.28							08/24/2009	02/24/2013	Common Stock	5,498		5,498	I	Revocable Trust 2003

**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>(6)</sup>	10/29/2017	Common Stock	50,472		50,472	D	
Stock Option (right to buy)	\$3.78							11/18/2009 <sup>(5)</sup>	11/18/2019	Common Stock	20,833		20,833	D	
Warrant (Common Stock)	\$2.19							(7)	(8)	Common Stock	25,000		25,000	D	
Stock Option (right to buy)	\$2.58							03/16/2011 <sup>(9)</sup>	02/16/2021	Common Stock	350,000		350,000	D	
Stock Option (right to buy)	\$2.67							08/12/2011 <sup>(9)</sup>	07/12/2021	Common Stock	350,000		350,000	D	
Stock Option (right to buy)	\$1.9	12/14/2011		A		200,000		01/14/2012 <sup>(9)</sup>	12/14/2021	Common Stock	200,000	\$0.00	200,000	D	

**Explanation of Responses:**

- 32,968 shares vest immediately, of the remaining shares 25% vest on the first anniversary of the date of grant and thereafter at 1/36th per month for 36 months, beginning the date shown.
- Currently 100% vested in accordance with achievement of milestone vesting terms.
- Vests 25% on the first anniversary of the date of grant and 1/36th per month for 36 months thereafter, beginning the date shown.
- Immediately exercisable.
- 25% vests immediately and the remaining 75% vests on 11/15/2010; 100% of unvested shares become vested upon change in control.
- Options vest 33% on date noted and thereafter at 1/24th per month.
- Warrant becomes exercisable 181 days from the date of issuance at close of offering.
- Warrant expires five years from the date it becomes exercisable.
- Vests in increments of 1/48th per month, beginning the date shown.

/s/ Greg S. Lea, Attorney in Fact 12/16/2011  
for Mark B. Knudson

\*\* 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.