

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>ABERDARE II ANNEX FUND L P</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2010</u>	
		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

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			

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				
Common Stock Warrant (right to buy)	\$2.15	09/30/2010		P		406,504		(2)(3)	(2)	Common Stock	406,504	\$0.125	406,504	I	By Aberdare II Annex Fund, L.P. (1)
Series A Non-Voting Convertible Preferred Stock	(4)	09/30/2010		P		406,504		(3)(4)	(4)	Common Stock	406,504	\$1.72	406,504	I	By Aberdare II Annex Fund, L.P. (1)

1. Name and Address of Reporting Person*
ABERDARE II ANNEX FUND L P
 (Last) (First) (Middle)
ONE EMBARCADERO CENTER
SUITE 4000
 (Street)
SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Aberdare GP II, L.L.C.
 (Last) (First) (Middle)
ONE EMBARCADERO CENTER
SUITE 4000
 (Street)
SAN FRANCISCO CA 94111
 (City) (State) (Zip)

Explanation of Responses:

1. 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, and has sole voting and investment control over the securities owned by Aberdare Annex II, and may be deemed to own beneficially the securities held by Aberdare Annex II. Aberdare GP II however owns no securities of the Issuer

directly. Aberdare GP II disclaims beneficial ownership of the securities reported herein, except to the extent of its proportionate pecuniary interest therein. Paul H. Klingenstein ("Klingenstein") is a manager of Aberdare GP II and has voting and dispositive power over the securities held by Aberdare Annex II. Klingenstein is a director of the Issuer and, accordingly, files separate Section 16 reports.

2. The Warrant exercise period (the "Exercise Period") shall begin on the later to occur of (a) the date that is 181 days from the date of the issuance of the Warrant and (b) the date on which the Equity Offering (as defined in Securities Purchase Agreement dated September 30, 2010 by and between the Issuer and the Purchasers) commences, and shall end on the fifth anniversary of the date on which the Exercise Period begins.

3. Aberdare Annex II may not convert an amount of Convertible Preferred Stock or exercise the Warrants for an amount of Common Stock that would result in Aberdare Annex II owning more than 19.99% of the Issuer's Common Stock outstanding after such conversion and/or exercise.

4. The Series A Non-Voting Convertible Preferred Stock is convertible into Common Stock at any time on a one-for-one basis, and has no expiration date.

/s/ Paul H. Klingenstein,
Manager of Aberdare GP II,
L.L.C., which serves as the 10/04/2010
General Partner of Aberdare II
Annex Fund, L.P.

/s/ Paul H. Klingenstein,
Manager of Aberdare GP II, 10/04/2010
L.L.C.

** 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.