

**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* <b>DOUGLAS KEVIN</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>13(d)(3) group</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/16/2012</b>						
<b>125 E. SIR FRANCIS DRAKE BLVD., STE 400</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<b>LARKSPUR</b>	<b>CA</b>	<b>94939</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	04/16/2012		P		1,135,852	A	\$2.223	2,376,872	D <sup>(1)(2)</sup>	
Common Stock	04/16/2012		P		681,512	A	\$2.223	2,406,512	I <sup>(2)(3)</sup>	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Common Stock	04/16/2012		P		454,341	A	\$2.223	1,234,341	I <sup>(2)(4)</sup>	By Douglas Family Trust
Common Stock								1,990	I <sup>(2)(5)</sup>	By KGD 2010 Annuity Trust
Common Stock								1,990	I <sup>(2)(6)</sup>	By MMD 2010 Annuity 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					

1. Name and Address of Reporting Person\*  
**DOUGLAS KEVIN**

(Last) (First) (Middle)  
**125 E. SIR FRANCIS DRAKE BLVD., STE 400**

(Street)  
**LARKSPUR CA 94939**

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Douglas Michelle

(Last) (First) (Middle)  
125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)  
LARKSPUR CA 94939

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

DOUGLAS FAMILY TRUST

(Last) (First) (Middle)  
125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)  
LARKSPUR CA 94939

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

JAMES & JEAN DOUGLAS IRREVOCABLE  
DESCENDANTS TRUST

(Last) (First) (Middle)  
125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)  
LARKSPUR CA 94939

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

KGD 2010 Annuity Trust VI

(Last) (First) (Middle)  
125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)  
LARKSPUR CA 94939

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

MMD 2010 Annuity Trust VI

(Last) (First) (Middle)  
125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)  
LARKSPUR CA 94939

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares are held directly and jointly by Kevin Douglas and Michelle Douglas.
2. Each of the reporting persons hereunder (individually, a "Reporting Person" and collectively the "Reporting Persons") may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") or Rule 13d-5 promulgated under the Exchange Act, with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a "group", the filing of this Form 4 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.
3. These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas and Michelle Douglas. Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.
4. These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas. James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are each a co-trustee of the Douglas Family Trust.
5. These shares are held directly by the KGD 2010 Annuity Trust, a grantor-retained annuity trust of which Kevin Douglas is the sole trustee, and indirectly by Kevin Douglas.
6. These shares are held directly by the MMD 2010 Annuity Trust, a grantor-retained annuity trust of which Michelle Douglas is the sole trustee, and indirectly by Michelle Douglas and Kevin Douglas.

/s/ Eileen Wheatman, By  
Eileen Wheatman, Attorney in 04/18/2012  
Fact for Kevin Douglas

/s/ Eileen Wheatman, By  
Eileen Wheatman, Attorney in 04/18/2012  
Fact for Michelle Douglas

[/s/ Eileen Wheatman, By  
Eileen Wheatman, Attorney in  
Fact for Douglas Family Trust](#) [04/18/2012](#)

[/s/ Eileen Wheatman, By  
Eileen Wheatman, Attorney in  
Fact for James Douglas and  
Jean Douglas Irrevocable  
Descendants' Trust](#) [04/18/2012](#)

[/s/ Eileen Wheatman, By  
Eileen Wheatman, Attorney in  
Fact for KGD 2010 Annuity  
Trust IV](#) [04/18/2012](#)

[/s/ Eileen Wheatman, By  
Eileen Wheatman, Attorney in  
Fact for MMD 2010 Annuity  
Trust IV](#) [04/18/2012](#)

\*\* 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.**