

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* HARRISON DONALD C (Last) (First) (Middle) 2800 PATTON ROAD (Street) ST. PAUL MN 55113 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EnteroMedics Inc [ETRM]	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) 12/14/2010	
		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			
Common Stock								4,655	D	
Common Stock	12/14/2010		C		216,802	A	\$0 ⁽⁵⁾	335,560	I	Charter Life Sciences, L.P. ⁽²⁾

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				
Warrants (right to buy)	\$23.68							04/23/2004 ⁽¹⁾	04/23/2011	Common Stock	169		169	D	
Warrants (right to buy)	\$2.76							12/12/2005 ⁽¹⁾	12/12/2010	Common Stock	2,747		2,747	I	Charter Life Sciences, L.P. ⁽²⁾
Stock Option (Right to Buy)	\$48.01							03/25/2008 ⁽³⁾	03/25/2018	Common Stock	4,166		4,166	D	
Stock Option (Right to Buy)	\$11.58							05/05/2009 ⁽⁴⁾	05/05/2019	Common Stock	1,666		1,666	D	
Stock Option (Right to Buy)	\$2.52							05/06/2010 ⁽⁴⁾	05/06/2020	Common Stock	1,666		1,666	D	
Series A NonVoting Convertible Preferred Stock	(5)	12/14/2010		C		216,802 ⁽⁵⁾		09/30/2010	(6)	Common Stock	216,802	\$0	0	I	Charter Life Sciences, L.P.
Up Front Warrant	\$2.15							(7)	(6)	Common Stock	216,802		216,802	I	Charter Life Sciences, L.P.

Explanation of Responses:

- Immediately exercisable.
- The reporting person is managing partner of Charter Life Sciences, L.P. The reporting person disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein.
- Vests as to 25% immediately and then 1/36th per month thereafter. The vesting stops when reporting person ceases to be a director, if that occurs before the grant is fully vested.
- Vests as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.
- The Series A preferred stock automatically converted into EnteroMedics common stock on a 1-for-1 basis immediately after the completion of EnteroMedics' public offering on December 14, 2010 in accordance with terms of the Certificate of Designations.
- Not Applicable
- Exercisable six months from the date of issuance on 9/30/2010.

Remarks:

THIS FILING REFLECTS THE POST SPLIT NUMBERS OF ALL SHARES, OPTIONS AND SIMILAR INSTRUMENTS HELD BY THE REPORTING PERSON AS PREVIOUSLY REPORTED.

/s/ Greg S. Lea, Attorney-in-Fact 12/15/2010

** 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.