

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>GOLDFISCHER CARL</u>  (Last) (First) (Middle) <u>BAY CITY CAPITAL LLC</u> <u>750 BATTERY STREET</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	02/19/2009		P		1,614,681	A	\$1.15	4,337,102	I	See below <sup>(2)</sup>
Common Stock	02/19/2009		P		34,804	A	\$1.15	93,484	I	See below <sup>(1)</sup>

**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	\$1.38	02/19/2009		P		17,402		08/19/2009	02/19/2013	Common Stock	17,402	\$0.125	17,402	I	See Footnote <sup>(1)</sup>
Common Stock Warrant	\$1.38	02/19/2009		P		807,340		08/19/2009	02/19/2013	Common Stock	807,340	\$0.125	807,340	I	See Footnote <sup>(2)</sup>
Common Stock Warrant	\$0.46							(3)	12/12/2010	Common Stock	1,160		1,160	I	See Footnote <sup>(1)</sup>
Common Stock Warrant	\$0.46							(3)	12/12/2010	Common Stock	53,786		53,786	I	See Footnote <sup>(2)</sup>
Employee Stock Option (right to buy)	\$8							(4)	03/24/2018	Common Stock	25,000		25,000	D	

**Explanation of Responses:**

- Represents shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. ("Co-Investment IV"); and indirect interests of Bay City Capital LLC ("BCC"), the manager of Bay City Capital Management IV LLC ("Management IV"), and Management IV, the general partner of Co-Investment IV. Dr. Goldfisher is Managing Director of BCC. Dr. Goldfisher, BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.
- Represents shares held by Bay City Capital Fund IV, L.P. ("Fund IV"); and indirect interests of BCC, the manager of Management IV, and Management IV, the general partner of Fund IV. Dr. Goldfisher is Managing Director of BCC. Dr. Goldfisher, BCC and Management IV each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.
- Immediately exercisable
- 25% of the shares vested at initial award (03/25/08) and the remaining shares vest 1/36 per month thereafter, as long as the reporting person remains a director of the company

/s/ Carl Goldfisher 02/20/2009  
 \*\* 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.