SEC Form 4

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **GRIFFIN BOBBY IVAN** | EnteroMedics Inc [ ETRM ] | |

GRIFFIN BOBBY IVAN
(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 ]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2014

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director    10% Owner
Officer (give title below)    Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
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 | | | | | | | | 54,960 | D | |

## 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) | $11.46 | | | | | | | 09/21/2007[1] | 09/29/2016 | Common Stock | 9,157 | | 9,157 | D | |
| Stock Option (right to buy) | $11.46 | | | | | | | 09/29/2007[1] | 09/29/2016 | Common Stock | 18,315 | | 18,315 | D | |
| Stock Option (right to buy) | $48.01 | | | | | | | 03/25/2008[2] | 03/25/2018 | Common Stock | 4,166 | | 4,166 | D | |
| Stock Option (right to buy) | $11.58 | | | | | | | 05/05/2009[2] | 05/05/2019 | common stock | 1,666 | | 1,666 | D | |
| Stock Option (right to buy) | $2.52 | | | | | | | 05/06/2010[2] | 05/06/2020 | Common Stock | 1,666 | | 1,666 | D | |
| Stock Option (right to buy) | $2.63 | | | | | | | 05/05/2011[2] | 05/05/2021 | Common Stock | 10,000 | | 10,000 | D | |
| Stock Option (right to buy) | $2.77 | | | | | | | 05/09/2012[2] | 05/09/2022 | Common Stock | 10,000 | | 10,000 | D | |
| Stock Option (right to buy) | $0.88 | | | | | | | 05/08/2013[2] | 05/08/2023 | Common Stock | 10,000 | | 10,000 | D | |
| Stock Option (right to buy) | $1.84 | 05/07/2014 | | A | | 25,000 | | 05/07/2014[2] | 05/07/2024 | Common Stock | 25,000 | $0.00 | 25,000 | D | |

**Explanation of Responses:**

1. Vests 25% on the date noted and thereafter in cumulative installments of 1/36th per month. .
2. Immediately vests as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.

/s/ Greg S. Lea, Attorney-in-Fact for Bobby Ivan Griffin    05/14/2014