

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 | |
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|---|----------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Jansz Anthony P.</u> | | | 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 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2014</u> | | | | | |
| 2800 PATTON ROAD | | | 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 Form filed by More than One Reporting Person | | |
| (Street) | ST. PAUL | MN 55113 | | | | | | |
| (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 | | | | | | | | 25,000 | I | Family Trust ⁽¹⁾ |
| Common Stock | | | | | | | | 150,000 | I | Pibrac Property Holdings PTY ⁽⁶⁾ |

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 | | | | |
| Director Option (Right to Buy) | \$2.63 | | | | | | | 05/05/2011 ⁽²⁾ | 05/05/2021 | Common Stock | 25,000 | | 25,000 | D | |
| Option (Right to Buy) | \$2.76 | | | | | | | 07/01/2011 ⁽³⁾ | 07/01/2015 | Common Stock | 50,000 | | 50,000 | D | |
| Director Option (Right to Buy) | \$2.77 | | | | | | | 05/09/2012 ⁽²⁾ | 05/09/2022 | Common Stock | 10,000 | | 10,000 | D | |
| Option (Right to Buy) | \$2.65 | | | | | | | 01/22/2013 ⁽⁴⁾ | 01/22/2017 | Common Stock | 50,000 | | 50,000 | D | |
| Performance Option (Right to Buy) | \$2.65 | | | | | | | (5) | 01/22/2017 | Common Stock | 25,000 | | 25,000 | D | |
| Warrants | \$1.14 | | | | | | | 02/27/2013 | 02/27/2018 | Common Stock | 60,000 | | 60,000 | I | Pibrac Property Holdings PTY ⁽⁶⁾ |
| Director Option (right to buy) | \$0.88 | | | | | | | 05/08/2013 ⁽²⁾ | 05/08/2023 | Common Stock | 10,000 | | 10,000 | D | |
| Option (Right to Buy) | \$1.31 | | | | | | | 05/31/2013 ⁽⁷⁾ | 05/31/2017 | Common Stock | 50,000 | | 50,000 | D | |
| Performance Option (Right to Buy) | \$1.31 | | | | | | | (8) | 05/31/2017 | Common Stock | 50,000 | | 50,000 | 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 | | | | |
| Director 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:

- The reporting person disclaims beneficial interest in the shares held by the Trust.
- Vests immediately as to 25% on date noted and thereafter in cumulative installments of 1/36th per month.
- Vests in increments of 1/48th per month, beginning the date shown.
- Vests immediately as to 16,667 shares on the date noted; 16,667 shares on 1/22/2014 and 16,666 shares on 1/22/2015.
- Vests 100% based on meeting certain performance criteria prior to 6/30/2014 or change in control.
- The reporting person disclaims beneficial interest in the shares, except to the extent of his pecuniary interest in such shares.
- Vests immediately as to 16,667 shares on the date noted; 16,667 shares on 5/31/2014 and 16,666 shares on 5/31/2015.
- Vests as to 50% on each of 12/31/2013 and 12/31/2014 based on meeting certain performance criteria prior to such dates.

/s/ Greg S. Lea, Attorney-in-Fact for Anthony P. Jansz

05/14/2014

** 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.