

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* <u>Tweden Katherine S.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP - Clinical and Regulatory</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2012</u>			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		
2800 PATTON ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ST. PAUL MN 55113</u>								
(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								1,053	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					
Stock Option (Right to Buy)	\$2.76							(1)	08/16/2014	Common Stock	10,192	10,192	D	
Stock Option (Right to Buy)	\$2.76							(1)	04/27/2015	Common Stock	183	183	D	
Stock Option (Right to Buy)	\$2.76							(1)	04/20/2016	Common Stock	2,655	2,655	D	
Stock Option (Right to Buy)	\$1.9							10/29/2010 ⁽²⁾	10/29/2017	Common Stock	1,454	1,454	D	
Stock Option (Right to Buy)	\$1.9							10/29/2010 ⁽²⁾	10/29/2017	Common Stock	1,295	1,295	D	
Stock Option (Right to Buy)	\$1.9							10/29/2010 ⁽²⁾	10/29/2017	Common Stock	2,136	2,136	D	
Stock Option (Right to Buy)	\$1.9							10/29/2010 ⁽²⁾	10/29/2017	Common Stock	20,416	20,416	D	
Stock Option (Right to Buy)	\$3.78							(1)	11/18/2019	Common Stock	16,666	16,666	D	
Stock Option (Right to Buy)	\$2.58							03/16/2011 ⁽³⁾	02/16/2021	Common Stock	91,981	91,981	D	
Stock Option (right to buy)	\$2.67							08/12/2011 ⁽³⁾	07/12/2021	Common Stock	25,000	25,000	D	
Stock Option (right to buy)	\$1.9							01/14/2012 ⁽³⁾	12/14/2021	Common Stock	100,000	100,000	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				
Stock Option (right to buy)	\$3.35 ⁽⁴⁾	09/27/2012		A		291,638		08/10/2012 ⁽³⁾	07/10/2022	Common Stock	291,638	\$0.00	291,638	D	

Explanation of Responses:

- Options currently 100% vested.
- Options vest 33% on date noted and thereafter at 1/24th per month.
- Vests in increments of 1/48th per month, beginning the date shown.
- The exercise price is the closing price on July 10, 2012, the date the board authorized the grants subject to stockholder approval of the increase in the number of shares available for awards under the stock incentive plan, which was obtained on September 27, 2012.

/s/ Greg S. Lea, Attorney-in-Fact for Katherine S. Tweden 09/28/2012

** 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.