

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* DOUGLAS KEVIN			2. Issuer Name and Ticker or Trading Symbol EnteroMedics Inc [ETRM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13(d)(3) group		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2013			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		
125 E. SIR FRANCIS DRAKE BLVD., STE 400			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) LARKSPUR CA 94939								
(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	02/22/2013		P		630,000	A	(9)	3,010,852 ⁽⁷⁾⁽⁸⁾	D ⁽¹⁾⁽²⁾	
Common Stock	02/22/2013		P		1,050,000	A	(10)	3,456,512	I ⁽²⁾⁽³⁾	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Common Stock	02/22/2013		P		420,000	A	(11)	1,654,341	I ⁽²⁾⁽⁴⁾	By Douglas Family Trust
Common Stock								0 ⁽⁷⁾	I ⁽²⁾⁽⁵⁾	By KGD 2010 Annuity Trust VI
Common Stock								0 ⁽⁸⁾	I ⁽²⁾⁽⁶⁾	By MMD 2010 Annuity Trust VI

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				
Warrant (Right to Buy)	\$1.14	02/22/2013		P		252,000		(12)	02/27/2018	Common Stock	252,000	(9)	252,000	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$1.14	02/22/2013		P		420,000		(12)	02/27/2018	Common Stock	420,000	(10)	420,000	I ⁽²⁾⁽³⁾	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Warrant (Right to Buy)	\$1.14	02/22/2013		P		168,000		(12)	02/27/2018	Common Stock	168,000	(11)	168,000	I ⁽²⁾⁽⁴⁾	By Douglas Family Trust
Warrant (Right to Buy)	\$2.19							(12)	06/13/2016	Common Stock	510,000		510,000 ⁽¹³⁾⁽¹⁴⁾	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$2.19							(12)	06/13/2016	Common Stock	850,000		850,000	I ⁽²⁾⁽³⁾	By James Douglas and Jean Douglas Irrevocable Descendants' Trust

**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				
Warrant (Right to Buy)	\$2.19							(12)	06/13/2016	Common Stock	340,000		340,000	I ⁽²⁾⁽⁴⁾	By Douglas Family Trust
Warrant (Right to Buy)	\$2.19							(12)	06/13/2016	Common Stock	0		0 ⁽¹³⁾	I ⁽²⁾⁽⁵⁾	By KGD 2010 Annuity Trust VI
Warrant (Right to Buy)	\$2.19							(12)	06/13/2016	Common Stock	0		0 ⁽¹⁴⁾	I ⁽²⁾⁽⁶⁾	By MMD 2010 Annuity Trust VI
Warrant (Right to Buy)	\$1.9							(12)	09/28/2016	Common Stock	87,000		87,000	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$1.9							(12)	09/28/2016	Common Stock	145,000		145,000	I ⁽²⁾⁽³⁾	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Warrant (Right to Buy)	\$1.9							(12)	09/28/2016	Common Stock	58,000		58,000	I ⁽²⁾⁽⁴⁾	By Douglas Family Trust

1. Name and Address of Reporting Person*

DOUGLAS KEVIN

(Last) (First) (Middle)

125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)

LARKSPUR CA 94939

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Douglas Michelle

(Last) (First) (Middle)

125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)

LARKSPUR CA 94939

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

DOUGLAS FAMILY TRUST

(Last) (First) (Middle)

125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)

LARKSPUR CA 94939

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

JAMES & JEAN DOUGLAS IRREVOCABLE
DESCENDANTS TRUST

(Last) (First) (Middle)

125 E. SIR FRANCIS DRAKE BLVD., STE 400

(Street)

LARKSPUR CA 94939

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
KGD 2010 Annuity Trust VI		
(Last)	(First)	(Middle)
125 E. SIR FRANCIS DRAKE BLVD., STE 400		
(Street)		
LARKSPUR	CA	94939
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
MMD 2010 Annuity Trust VI		
(Last)	(First)	(Middle)
125 E. SIR FRANCIS DRAKE BLVD., STE 400		
(Street)		
LARKSPUR	CA	94939
(City)	(State)	(Zip)

Explanation of Responses:

- These shares are held directly and jointly by Kevin Douglas and Michelle Douglas.
- Each of the reporting persons hereunder (individually, a "Reporting Person" and collectively the "Reporting Persons") may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") or Rule 13d-5 promulgated under the Exchange Act, with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a "group", the filing of this Form 4 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.
- These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas and Michelle Douglas. Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.
- These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas. James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are each a co-trustee of the Douglas Family Trust.
- These shares are held directly by the KGD 2010 Annuity Trust, a grantor-retained annuity trust of which Kevin Douglas is the sole trustee, and indirectly by Kevin Douglas.
- These shares are held directly by the MMD 2010 Annuity Trust, a grantor-retained annuity trust of which Michelle Douglas is the sole trustee, and indirectly by Michelle Douglas and Kevin Douglas.
- On December 27, 2010, the Reporting Person contributed 127,500 shares to the KGD 2010 Annuity Trust VI, a grantor-retained annuity trust of which Kevin Douglas is the sole trustee. On February 21, 2012, 125,510 shares were distributed to the Reporting Person and are reported in this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas. Upon successful completion of the GRAT on January 28, 2013, 1,990 shares were distributed to the Reporting Person and are reported on this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas.
- On December 27, 2010, the Reporting Person contributed 127,500 shares to the MMD 2010 Annuity Trust VI, a grantor-retained annuity trust of which Michelle Douglas is the sole trustee. On February 21, 2012, 125,510 shares were distributed to the Reporting Person and are reported in this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas. Upon successful completion of the GRAT on January 28, 2013, 1,990 shares were distributed to the Reporting Person and are reported on this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas.
- The reported securities are included within 630,000 EnteroMedics units purchased by the Reporting Person for \$0.95 per unit. Each unit consists of one share of common stock and a warrant to purchase 0.40 of a share of common stock.
- The reported securities are included within 1,050,000 EnteroMedics units purchased by the Reporting Person for \$0.95 per unit. Each unit consists of one share of common stock and a warrant to purchase 0.40 of a share of common stock.
- The reported securities are included within 420,000 EnteroMedics units purchased by the Reporting Person for \$0.95 per unit. Each unit consists of one share of common stock and a warrant to purchase 0.40 of a share of common stock.
- This warrant is exercisable at any time up and including the expiration date. The terms of this warrant contain a limitation on conversion which prevents the Reporting Person from converting this warrant into shares if, after giving effect to the conversion, the Reporting Person would beneficially own more than 19.99% of the issuer's outstanding shares.
- On December 27, 2010, the Reporting Person contributed warrants to purchase 127,500 shares to the KGD 2010 Annuity Trust VI, a grantor-retained annuity trust of which Kevin Douglas is the sole trustee. On February 21, 2012, warrants to purchase 125,510 shares were distributed to the Reporting Person and are reported in this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas. Upon successful completion of the GRAT on January 28, 2013, warrants to purchase 1,990 shares were distributed to the Reporting Person and are reported on this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas.
- On December 27, 2010, the Reporting Person contributed warrants to purchase 127,500 shares to the MMD 2010 Annuity Trust VI, a grantor-retained annuity trust of which Michelle Douglas is the sole trustee. On February 21, 2012, warrants to purchase 125,510 shares were distributed to the Reporting Person and are reported in this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas. Upon successful completion of the GRAT on January 28, 2013, warrants to purchase 1,990 shares were distributed to the Reporting Person and are reported on this Form 4 as held directly and jointly by Kevin Douglas and Michelle Douglas.

[/s/ Eileen Wheatman, attorney
in fact for Kevin Douglas](#) [02/26/2013](#)

[/s/ Eileen Wheatman, attorney
in fact for Michelle Douglas](#) [02/26/2013](#)

[/s/ Eileen Wheatman, attorney
in fact for Douglas Family Trust](#) [02/26/2013](#)

[/s/ Eileen Wheatman, attorney
in fact for James Douglas and
Jean Douglas Irrevocable
Descendants? Trust](#) [02/26/2013](#)

[/s/ Eileen Wheatman, attorney
in fact for KGD 2010 Annuity
Trust VI](#) [02/26/2013](#)

[/s/ Eileen Wheatman, attorney
in fact for MMD 2010 Annuity
Trust VI](#) [02/26/2013](#)

** 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.