

MOMENTA PHARMACEUTICALS INC

Reported by
ARROYO SANTIAGO

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/22/17 for the Period Ending 06/20/17

Address	675 WEST KENDALL STREET CAMBRIDGE, MA 02142
Telephone	617 491-9700
CIK	0001235010
Symbol	MNTA
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Arroyo Santiago		MOMENTA PHARMACEUTICALS INC [MNTA]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Chief Medical Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O MOMENTA PHARMACEUTICALS, INC., 675 WEST KENDALL STREET		6/20/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
CAMBRIDGE, MA 02142				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/20/2017		A	(1)	36000	A	\$0	36000	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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)	\$17.20	6/20/2017		A		150000	(2)	(3)	6/20/2027	Common Stock	150000	\$0	150000	D	

Explanation of Responses:

- (1) Represents 36,000 shares of restricted common stock, \$0.0001 par value per share, awarded pursuant to the Company's 2013 Incentive Award Plan, as amended and restated, and subject to a restricted stock agreement to be entered into between the Company and Dr. Arroyo. Pursuant to the restricted stock agreement, the shares of restricted common stock shall vest on the achievement of certain company goals within a specified time period.
- (2) Represents options granted by the issuer pursuant to the issuer's 2013 Incentive Award Plan.
- (3) The stock option will vest and become exercisable with respect to 37,500 shares on the first anniversary of the grant date, and the remainder will vest in equal quarterly installments over the subsequent three years. All vesting is subject to Dr. Arroyo's continued service to the Company through the applicable vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arroyo Santiago C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142			SVP, Chief Medical Officer	

Signatures

/s/ Andrea Paul as attorney in fact

6/22/2017

**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.

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