

MOMENTA PHARMACEUTICALS INC

Reported by
WHEELER CRAIG A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/04/17 for the Period Ending 08/02/17

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

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Form 5 obligations may
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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)		
WHEELER CRAIG A		MOMENTA PHARMACEUTICALS INC [MNTA]		<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)		<input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)			
C/O MOMENTA PHARMACEUTICALS, INC., 675 WEST KENDALL STREET		8/2/2017		President		
(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			
(City) (State) (Zip)			<input type="checkbox"/> 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. 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	8/2/2017		M	(1)	100	A	\$7.41	279961	D	
Common Stock	8/2/2017		S	(1)	100	D	\$17.00	279861	D	
Common Stock	8/2/2017		S	(1)	100	D	\$17.00	289100 (2)	I	Craig Wheeler Revocable Trust
Common Stock								45980 (3)	I	Craig A. Wheeler 2016 Annuity Trust

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)	\$7.41	8/2/2017		M	(1)	100		5/22/2008	2/22/2018	Common Stock	100	\$0	76900	D	

Explanation of Responses:

- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2016.
- Also reflects an increase of 11,723 shares of MNTA common stock transferred on May 25, 2017 to the Craig Wheeler Revocable Trust that were previously held indirectly by Mr. Wheeler in the Craig A. Wheeler 2016 Annuity Trust, which is a qualified annuity trust within the meaning of Section 2702 of the Internal Revenue Code of 1986, as amended, and Treasury Regulation 25.2702-3.
- Reflects a decrease of 11,723 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on May 25, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHEELER CRAIG A C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142	X		President	

Signatures

/s/ Marie T. Washburn as attorney in fact

8/4/2017

**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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