

# MOMENTA PHARMACEUTICALS INC

Reported by  
**WHEELER CRAIG A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/23/17 for the Period Ending 08/21/17

|             |  |
|-------------|--|
| Address     | 675 WEST KENDALL STREET<br>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<br>(Check all applicable)                 |  |
| <b>WHEELER CRAIG A</b>  |  | <b>MOMENTA PHARMACEUTICALS<br/>INC [ MNTA ]</b>   |  | <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) |  |
| <b>C/O MOMENTA<br/>PHARMACEUTICALS, INC., 675<br/>WEST KENDALL STREET</b> |  | <b>8/21/2017</b>                                  |  | <b>President</b>   |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                |  |
| <b>CAMBRIDGE, MA 02142</b>  |  |   |  | <input 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |             | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|-------------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price       |   |   |   |
| Common Stock                       | 8/21/2017      |   | S (1)                        |   | 2058  | D             | \$15.06 (3) | 269231  | D   |   |
| Common Stock                       | 8/21/2017      |   | S (2)                        |   | 2058  | D             | \$15.07 (4) | 267173  | D   |   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
|  |  |                   |   | Code                         | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or Number of<br>Shares |   |  |   |  |

### Explanation of Responses:

- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2014.
- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 10, 2015.
- This transaction was executed in multiple trades at prices ranging from \$14.98 to \$15.20. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$15.00 to \$15.20. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

### Reporting Owners

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

### Signatures

/s/ Marie T. Washburn as attorney in fact

8/23/2017

\*\*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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