

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**

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 * <b>BELTRAMELLO JO ANN</b>  (Last) (First) (Middle) <b>C/O MOMENTA PHARMACEUTICALS, INC.</b> <b>301 BINNEY ST,</b>  (Street) <b>CAMBRIDGE MA 02142</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MOMENTA PHARMACEUTICALS INC [ MNTA ]</b>	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) <b>Chief HR and Inf. Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/29/2019</b>	

**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	10/29/2019		M <sup>(1)</sup>		9,958	A	\$15.37	84,565	D	
Common Stock	10/29/2019		S <sup>(1)</sup>		9,958	D	\$15.38	74,607	D	
Common Stock	10/29/2019		M <sup>(1)</sup>		4,823	A	\$15.37	79,430	D	
Common Stock	10/29/2019		S <sup>(1)</sup>		4,823	D	\$15.38	74,607	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
Stock Option (Right to Buy)	\$15.37	10/29/2019		M <sup>(1)</sup>			9,958	02/18/2014	02/18/2020	Common Stock	9,958	\$0	0	D	
Stock Option (Right to Buy)	\$15.37	10/29/2019		M <sup>(1)</sup>			4,823	11/18/2011	02/18/2020	Common Stock	4,823	\$0	0	D	

**Explanation of Responses:**

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan.

/s/ R. Mark Chamberlin as attorney in fact 10/31/2019  
 \*\* 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.