

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>WHEELER CRAIG A</b> <hr/> (Last) (First) (Middle) <b>C/O MOMENTA PHARMACEUTICALS, INC.</b> <b>675 WEST KENDALL STREET</b> <hr/> (Street) <b>CAMBRIDGE MA 02142</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>MOMENTA PHARMACEUTICALS INC</b> [ <b>MNTA</b> ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2018</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			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					

**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	01/02/2018		M <sup>(1)</sup>		25,666	A	\$7.41	278,067	D	
Common Stock	01/02/2018		S <sup>(1)</sup>		25,666	D	\$14.11 <sup>(2)</sup>	252,401	D	
Common Stock	01/02/2018		S <sup>(1)</sup>		10,000	D	\$14.1 <sup>(3)</sup>	324,690 <sup>(4)</sup>	I	Craig Wheeler Revocable Trust
Common Stock								0 <sup>(5)</sup>	I	Craig A Wheeler 2014 Annuity Trust
Common Stock								45,980	I	Craig A Wheeler 2016 Annuity 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		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$7.41	01/02/2018		M <sup>(1)</sup>		25,666	05/22/2008	02/22/2018	Common Stock	25,666	\$0	0	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2016.
- This transaction was executed in multiple trades at prices ranging from \$13.78 to \$14.33. 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 sold at each separate price within the ranges set forth in this footnote.
- This transaction was executed in multiple trades at prices ranging from \$13.80 to \$14.33. 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 sold at each separate price within the ranges set forth in this footnote.

4. Reflects the transfer of 49,967 shares of MNTA common stock on November 24, 2017 to the Craig Wheeler Revocable Trust that were previously held in the Craig A Wheeler 2014 Annuity Trust.
5. On November 24 2017, all 49,967 shares of MNTA common stock held in Craig A Wheeler 2014 Annuity Trust were transferred to the Craig Wheeler Revocable Trust.

/s/ Alejandra Carvajal as  
attorney in fact                      01/03/2018

\*\* 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.**