

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* <u>Venkataraman Ganesh</u>  (Last) (First) (Middle) C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MOMENTA PHARMACEUTICALS INC</b> [ MNTA ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below) <b>Senior V.P., Research</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/04/2005		s <sup>(1)</sup>		600	D	\$8	582,312	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		1,400	D	\$8.01	580,912	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		200	D	\$8.02	580,712	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		200	D	\$8.03	580,512	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		200	D	\$8.07	580,312	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		1,911	D	\$8.2	578,401	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		89	D	\$8.21	578,312	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		200	D	\$8.42	578,112	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		3,200	D	\$8.43	574,912	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		485	D	\$8.45	574,427	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		400	D	\$8.46	574,027	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		15	D	\$8.47	574,012	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		100	D	\$8.48	573,912	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		400	D	\$8.54	573,512	D	
Common Stock	05/04/2005		s <sup>(1)</sup>		200	D	\$8.44	573,312	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					

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2005.

\*\* 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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