

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>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>11/21/2017</b>	
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	11/21/2017		s <sup>(1)</sup>		2,058	D	\$13.34 <sup>(2)</sup>	254,459 <sup>(3)</sup>	D	
Common Stock	11/21/2017		s <sup>(4)</sup>		2,058	D	\$13.35 <sup>(5)</sup>	252,401	D	
Common Stock								284,723 <sup>(6)</sup>	I	Craig Wheeler Revocable Trust
Common Stock								45,980	I	Craig A Wheeler 2016 Annuity Trust
Common Stock								49,967	I	Craig A Wheeler 2014 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	(A)	(D)	Date Exercisable	Expiration Date					

**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 transaction was executed in multiple trades at prices ranging from \$13.05 to \$13.45. 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.
- Reflects a decrease of 2,085 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on November 21, 2017.
- 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 \$13.17 to \$13.45. 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.
- Reflects the transfer of 2,085 shares of MNTA common stock on November 21, 2017 to the Craig Wheeler Revocable Trust that were previously held directly by Mr. Wheeler.

/s/ Marie T. Washburn as  
attorney in fact

11/22/2017

\*\* 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.

**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.**