
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **March 28, 2005 (February 1, 2005)**

Momenta Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-50797
(Commission File Number)

04-3561634
(IRS Employer Identification
No.)

675 West Kendall Street, Cambridge, MA
(Address of Principal Executive Offices)

02142
(Zip Code)

(617) 491-9700
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On February 1, 2005, the Compensation Committee of the Board of Directors of Momenta Pharmaceuticals, Inc. (the "Company") approved the execution of incentive stock option agreements with the following executive officers of the Company with respect to options to purchase shares of the Company's common stock in the following amounts:

Name	Number of Shares
Alan L. Crane	25,000
Steven B. Brugger	25,000
Richard P. Shea	11,250
Ganesh Venkataraman	25,000
Susan K. Whoriskey	11,250

All options described in this Item 1.01 were granted under the Company's 2004 Stock Incentive Plan, with the following terms: (i) an exercise price equal to the fair market value on the grant date, which was the last sale price on February 1, 2005, or \$6.88 per share; (ii) a ten-year duration; and (iii) vesting at the rate of 6.25% at the end of each successive three-month period following the grant date of the options. The Company's form of Incentive Stock Option Agreement was filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.

Item 9.01. Financial Statements and Exhibits

- (c) Form of Incentive Stock Option Agreement for the 2004 Stock Incentive Plan (Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, Commission File No. 0-50797, is incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOMENTA PHARMACEUTICALS, INC.

Date: March 28, 2005

By: /s/ Richard P. Shea
Richard P. Shea
Chief Financial Officer
(Principal Financial Officer)