

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>Sasisekharan Ram</u>  (Last) (First) (Middle) <u>C/O MOMENTA PHARMACEUTICALS, INC.</u> <u>675 WEST KENDALL STREET</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOMENTA PHARMACEUTICALS INC</u> [ <u>MNTA</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2005</u>	
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	06/15/2005		s <sup>(1)</sup>		700	D	\$9.78	930,644	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		400	D	\$9.79	930,244	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		1,000	D	\$9.81	929,244	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		601	D	\$9.83	928,643	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		299	D	\$9.85	928,344	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		200	D	\$10	928,144	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		200	D	\$10.01	927,944	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		3,000	D	\$10.02	924,944	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		4,600	D	\$10.12	920,344	D	
Common Stock	06/15/2005		s <sup>(1)</sup>		5,000	D	\$10.17	915,344	D	
Common Stock	06/16/2005		s <sup>(1)</sup>		19,000	D	\$12	896,344	D	
Common Stock	06/16/2005		s <sup>(1)</sup>		19,000	D	\$16	877,344	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		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 March 7, 2005.

/s/ Ram Sasisekharan 06/17/2005

\*\* 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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