

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>TYLER JOSEPH E</u> <hr/> (Last) (First) (Middle) <u>C/O MOMENTA PHARMACEUTICALS, INC.</u> <u>43 MOULTON STREET</u> <hr/> (Street) <u>CAMBRIDGE MA 02138</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/21/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>MOMENTA PHARMACEUTICALS INC [ MNTA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, Manufacturing</u>	5. 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 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>41,600<sup>(1)</sup></u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (right to buy)</u>	<u>11/15/2003<sup>(2)</sup></u>	<u>11/06/2012</u>	<u>Common Stock</u>	<u>89,600<sup>(3)</sup></u>	<u>0.23<sup>(3)</sup></u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>05/29/2004<sup>(4)</sup></u>	<u>05/28/2013</u>	<u>Common Stock</u>	<u>32,000<sup>(5)</sup></u>	<u>0.231<sup>(5)</sup></u>	<u>D</u>

**Explanation of Responses:**

- Reflects a 1.28-for-1 forward stock split, which became effective on May 10, 2004, pursuant to which the number of shares of common stock was multiplied by 1.28.
- The stock option vested as to 25% of the shares on November 15, 2003 and as to an additional 6.25% of the shares at the end of each successive three-month period thereafter.
- Reflects a 1.28-for-1 forward stock split, which became effective on May 10, 2004, pursuant to which (i) the number of shares of common stock was multiplied by 1.28 and (ii) the exercise price of the option was divided by 1.28. As of the date hereof, Mr. Tyler exercised 33,600 shares underlying this stock option.
- The stock option vested as to 25% of the shares on May 29, 2004 and as to an additional 6.25% of the shares at the end of each successive three-month period thereafter.
- Reflects a 1.28-for-1 forward stock split, which became effective on May 10, 2004, pursuant to which (i) the number of shares of common stock was multiplied by 1.28 and (ii) the exercise price of the option was divided by 1.28. As of the date hereof, Mr. Tyler exercised 8,000 shares underlying this stock option.

/s/ Joseph Tyler 07/06/2004

\*\* 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 5 (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.