

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* ATLAS VENTURE FUND V LP (Last) (First) (Middle) 890 WINTER STREET SUITE 320 (Street) WALTHAM MA 02451 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MOMENTA PHARMACEUTICALS INC [MNTA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2005	

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	08/03/2005		J ⁽²⁾		183,068	D	(1)	778,743	D ⁽²⁾		
Common Stock	08/03/2005		J ⁽³⁾		22,551	D	(1)	96,920	D ⁽³⁾		
Common Stock	08/03/2005		J ⁽⁴⁾		22,551	D	(1)	96,920	D ⁽⁴⁾		
Common Stock	08/03/2005		J ⁽⁵⁾		3,089	D	(1)	12,919	D ⁽⁵⁾		
Common Stock	08/03/2005		J ⁽⁶⁾		335,147	D	(1)	1,404,928	D ⁽⁶⁾		
Common Stock	08/03/2005		J ⁽⁷⁾		10,267	D	(1)	42,945	D ⁽⁷⁾		
Common Stock	08/03/2005		J ⁽⁸⁾		6,137	D	(1)	25,725	D ⁽⁸⁾		
Common Stock	08/03/2005		J ⁽⁹⁾		231,259	D	(1)	985,502	D ⁽⁹⁾		
Common Stock	08/03/2005		J ⁽¹⁰⁾		351,551	D	(1)	1,473,598	D ⁽¹⁰⁾		

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					

1. Name and Address of Reporting Person*

ATLAS VENTURE FUND V LP

(Last) (First) (Middle)
890 WINTER STREET
SUITE 320

(Street)
WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ATLAS VENTURE PARALLEL FUND V-A C
V

(Last) (First) (Middle)
890 WINTER STREET
SUITE 320

(Street)
WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ATLAS VENTURE PARALLEL FUND V-B C
V

(Last) (First) (Middle)
890 WINTER STREET
SUITE 320

(Street)
WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ATLAS VENTURE ENTREPRENEURS
FUND V LP

(Last) (First) (Middle)
890 WINTER STREET
SUITE 320

(Street)
WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ATLAS VENTURE FUND VI LP

(Last) (First) (Middle)

890 WINTER STREET
SUITE 320

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Atlas Venture Fund VI GmbH & Co KG

(Last) (First) (Middle)

890 WINTER STREET
SUITE 320

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ATLAS VENTURE ENTREPRENEURS
FUND VI LP

(Last) (First) (Middle)

890 WINTER STREET
SUITE 320

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ATLAS VENTURE ASSOCIATES V LP

(Last) (First) (Middle)

890 WINTER STREET
SUITE 320

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Atlas Venture Associates VI, L.P.

(Last) (First) (Middle)

890 WINTER STREET
SUITE 320

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

Explanation of Responses:

1. N/A
2. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund V, L.P. These shares are owned directly by Atlas Venture Fund V, L.P.
3. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Parallel Fund V-A, C.V. These shares are owned directly by Atlas Venture Parallel Fund V-A, C.V.
4. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Parallel Fund V-B, C.V. These shares are owned directly by Atlas Venture Parallel Fund V-B, C.V.
5. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Entrepreneurs' Fund V, L.P. These shares are owned directly by Atlas Venture Entrepreneurs' Fund V, L.P.
6. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI, L.P. These shares are owned directly by Atlas Venture Fund VI, L.P.
7. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Entrepreneurs' Fund VI, L.P. These shares are owned directly by Atlas Venture Entrepreneurs' Fund VI, L.P.
8. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI GmbH & Co. KG. These shares are owned directly by Atlas Venture Fund VI GmbH & Co. KG.
9. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V. and Atlas Venture Entrepreneurs' Fund V, L.P. These shares are owned directly by Atlas Venture Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V. and Atlas Venture Entrepreneurs' Fund V, L.P. Atlas Venture Associates V, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein.
10. Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI, L.P., Atlas Venture Fund VI GmbH & Co. KG and Atlas Venture Entrepreneurs' Fund VI, L.P. These shares are owned directly by Atlas Venture Fund VI, L.P., Atlas Venture Fund VI GmbH & Co. KG and Atlas Venture Entrepreneurs' Fund VI, L.P. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein.

/s/ Jeanne Larkin Henry (Vice- President) 08/05/2005

** 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.

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.