

**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>Crane Alan L</u> (Last) (First) (Middle) <u>C/O MOMENTA PHARMACEUTICALS, INC.</u> <u>43 MOULTON STREET</u> (Street) <u>CAMBRIDGE MA 02138</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</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>1,010,859⁽¹⁾</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	Title	Amount or Number of Shares			
<u>Series A Prime Convertible Preferred Stock</u>	<u>(2)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>25,501⁽⁴⁾</u>	<u>(4)</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>06/11/2004⁽⁵⁾</u>	<u>06/10/2013</u>	<u>Common Stock</u>	<u>128,000⁽⁶⁾</u>	<u>0.231⁽⁶⁾</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>02/01/2004⁽⁷⁾</u>	<u>10/31/2013</u>	<u>Common Stock</u>	<u>60,800⁽⁶⁾</u>	<u>0.61⁽⁶⁾</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>04/01/2004⁽⁸⁾</u>	<u>04/06/2014</u>	<u>Common Stock</u>	<u>35,200⁽⁶⁾</u>	<u>0.99⁽⁶⁾</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.
- Automatically converts into common stock upon the closing of the Issuer's initial public offering of common stock.
- N/A
- Reflects a 1.28-for-1 forward stock split, which became effective on May 10, 2004, pursuant to which each share of Series A Prime Convertible Preferred Stock will automatically convert into approximately 1.28 shares of common stock upon the closing of the Issuer's initial public offering of common stock.
- The stock option vested as to 25% of the shares on June 11, 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.
- The stock option vested as to 6.25% of the shares on February 1, 2004, and as to an additional 6.25% of the shares at the end of each successive three-month period thereafter.
- The stock option vested as to 6.25% of the shares on April 1, 2004, and as to an additional 6.25% of the shares at the end of each successive three-month period thereafter, but upon the closing of the Issuer's initial public offering of common stock the remaining shares shall vest immediately.

/s/ Alan L. Crane06/21/2004

** 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.

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