

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>WHEELER CRAIG A</u> <hr/> (Last) (First) (Middle) C/O MOMENTA PHARMACEUTICALS, INC. 301 BINNEY STREET <hr/> (Street) CAMBRIDGE MA 02142 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOMENTA PHARMACEUTICALS INC [MNTA]</u>	5. 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) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2019	
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	11/07/2019		M ⁽¹⁾		5,781	A	(2)	13,656 ⁽⁶⁾	D	
Common Stock	11/08/2019		S ⁽³⁾		2,601	D	\$16.16 ⁽⁴⁾	11,055	D	
Common Stock								408,197 ⁽⁷⁾	I	Craig Wheeler Revocable Trust
Common Stock								36,725	I	Craig A Wheeler 2016 Annuity Trust
Common Stock								60,000	I	Craig A Wheeler 2018 Annuity Trust

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						Title
Restricted Stock Units	(2)	11/07/2019		M ⁽¹⁾			5,781	(5)	(5)	Common Stock	5,781	\$0	28,907	D	

Explanation of Responses:

- Shares received pursuant to settlement of Restricted Stock Units that were granted on February 7, 2017.
- Restricted Stock Units convert into common stock on a one-for-one basis.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person August 7, 2017.
- This transaction was executed in multiple trades at prices ranging from \$15.99 to \$16.61. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

5. Subject to the officer's continued employment with the company, the restricted stock units will vest with respect to 25% of the shares on the first anniversary of the grant date, and the remainder will vest in equal quarterly installments over the subsequent three years.

6. Reflects a decrease of 8,739 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on August 22, 2019.

7. Reflects the transfer of 8,739 shares of MNTA common stock on August 22, 2019 to the Craig Wheeler Revocable Trust that were previously held directly by Mr. Wheeler.

/s/ R. Mark Chamberlin as
attorney in fact

11/12/2019

** 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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