

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>MVM International Life Sciences Fund</u> <u>No 1 L P</u> (Last) (First) (Middle) <u>6 HENRIETTA STREET</u> (Street) <u>LONDON WC2E 8PU</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2004</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	06/25/2004		C		2,684,948	A	\$0	2,684,948	D ⁽¹⁾	
Common Stock	06/25/2004		C		8,656	A	\$0	8,656	I	See Footnote ⁽²⁾
Common Stock	06/25/2004		C		5,965	A	\$0	5,965	I	See Footnote ⁽³⁾
Common Stock	06/25/2004		C		5,965	A	\$0	5,965	I	See Footnote ⁽⁴⁾
Common Stock	06/25/2004		C		5,965	A	\$0	5,965	I	See Footnote ⁽⁵⁾
Common Stock	06/25/2004		C		96	A	\$0	96	I	See Footnote ⁽⁶⁾
Common Stock	06/25/2004		C		234	A	\$0	234	I	See Footnote ⁽⁷⁾
Common Stock	06/25/2004		C		234	A	\$0	234	I	See Footnote ⁽⁸⁾

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	Amount or Number of Shares				
Series B Convertible Preferred Stock	(9)	06/25/2004		C			1,761,865	(9)	(9)	Common Stock	2,255,187	\$0	0	D ⁽¹⁾	
Series B Convertible Preferred Stock	(9)	06/25/2004		C			6,051	(9)	(9)	Common Stock	7,745	\$0	0	I	See Footnote ⁽²⁾
Series B Convertible Preferred Stock	(9)	06/25/2004		C			3,915	(9)	(9)	Common Stock	5,011	\$0	0	I	See Footnote ⁽³⁾
Series B Convertible Preferred Stock	(9)	06/25/2004		C			3,915	(9)	(9)	Common Stock	5,011	\$0	0	I	See Footnote ⁽⁴⁾

**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	Amount or Number of Shares				
Series B Convertible Preferred Stock	(9)	06/25/2004		C			3,915	(9)	(9)	Common Stock	5,011	\$0	0	I	See Footnote ⁽⁵⁾
Series C Convertible Preferred Stock	(9)	06/25/2004		C			335,595	(9)	(9)	Common Stock	429,561	\$0	0	D ⁽¹⁾	
Series C Convertible Preferred Stock	(9)	06/25/2004		C			712	(9)	(9)	Common Stock	911	\$0	0	I	See Footnote ⁽²⁾
Series C Convertible Preferred Stock	(9)	06/25/2004		C			746	(9)	(9)	Common Stock	954	\$0	0	I	See Footnote ⁽³⁾
Series C Convertible Preferred Stock	(9)	06/25/2004		C			746	(9)	(9)	Common Stock	954	\$0	0	I	See Footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(9)	06/25/2004		C			746	(9)	(9)	Common Stock	954	\$0	0	I	See Footnote ⁽⁵⁾
Series C Convertible Preferred Stock	(9)	06/25/2004		C			75	(9)	(9)	Common Stock	96	\$0	0	I	See Footnote ⁽⁶⁾
Series C Convertible Preferred Stock	(9)	06/25/2004		C			183	(9)	(9)	Common Stock	234	\$0	0	I	See Footnote ⁽⁷⁾
Series C Convertible Preferred Stock	(9)	06/25/2004		C			183	(9)	(9)	Common Stock	234	\$0	0	I	See Footnote ⁽⁸⁾

Explanation of Responses:

- These shares are held directly by MVM International Life Sciences Fund No. 1 L.P. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities. Dr. Reeders disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in such shares.
- These shares are held directly by MVM Limited. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities. Dr. Reeders disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in such shares.
- These shares are held directly by David Brister. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities. Dr. Reeders disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in such shares.
- These shares are held directly by Paul Triniman. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities. Dr. Reeders disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in such shares.
- These shares are held directly by Stephen Reeders. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities.
- These shares are held directly by Martin Murphy. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities. Dr. Reeders disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in such shares.
- These shares are held directly by Richard Lim. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities. Dr. Reeders disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in such shares.
- These shares are held directly by Thomas Casdagli. Stephen Reeders, Paul Triniman and David Brister are the investment directors of MVM Limited, which individuals exercise discretionary investment power over securities held by MVM International Life Sciences Fund No. 1 L.P., MVM Limited, Stephen Reeders, Paul Triniman, David Brister, Martin Murphy, Richard Lim and Thomas Casdagli, and are principally responsible for the selection, acquisition and disposition of these securities. Dr. Reeders disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in such shares.
- Each share of preferred stock automatically converted into 1.28 shares of common stock upon the closing of the issuer's initial public offering of common stock.

/s/ Thomas Casdagli 06/29/2004

** 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 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.