

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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>  (Last) (First) (Middle) C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOMENTA PHARMACEUTICALS INC</u> [ MNTA ]	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) 02/08/2018	
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	02/08/2018		M <sup>(1)</sup>		23,125	A	\$0	275,526	D	
Common Stock	02/08/2018		S <sup>(2)</sup>		10,406	D	\$15.89 <sup>(3)</sup>	260,486 <sup>(4)</sup>	D	
Common Stock								329,324 <sup>(5)</sup>	I	Craig Wheeler Revocable Trust
Common Stock								45,980	I	Craig A Wheeler 2016 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	(6)	02/08/2018		M		23,125		(7)	(7)	Common Stock	23,125	\$0	69,375	D	

**Explanation of Responses:**

- Shares received pursuant to settlement of Restricted Stock Units that were granted on February 7, 2017.
- 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 \$15.55 to \$16.20. 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.
- Reflects a decrease of 4,634 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on February 8, 2018
- Reflects the transfer of 4,634 shares of MNTA common stock on February 8, 2018 to the Craig Wheeler Revocable Trust that were previously held directly by Mr. Wheeler.
- Restricted Stock Units convert into common stock on a one-for-one basis.
- Subject to certain criteria, 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.

/s/ Marie T. Washburn as  
attorney in fact

02/12/2018

\*\* 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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