

MOMENTA PHARMACEUTICALS INC
 Form 4
 July 25, 2005

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MVM International Life Sciences
 Fund No 1 L P

(Last) (First) (Middle)

6 HENRIETTA STREET

(Street)

LONDON, X0 WC2E 8PU

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MOMENTA
 PHARMACEUTICALS INC
 [MNTA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/21/2005 | | J | | 1,073,898 | D | \$ 0 (1) |
| Common Stock | | | | | 8,656 | I | See Footnote (3) |
| Common Stock | | | | | 5,965 | I | See Footnote (4) |
| Common Stock | | | | | 954 | I | See Footnote |

| | | | | (5) |
|--------------|-------|---|--|------------------|
| Common Stock | 5,965 | I | | See Footnote (6) |
| Common Stock | 96 | I | | See Footnote (7) |
| Common Stock | 234 | I | | See Footnote (8) |
| Common Stock | 234 | I | | See Footnote (9) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MVM International Life Sciences Fund No 1 L P
6 HENRIETTA STREET
LONDON, X0 WC2E 8PU

X

Signatures

/s/ Stephen T.
Reeders

07/25/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) In-kind distribution to the limited partners of the reporting person.

These shares are held directly by MVM International Life Sciences Fund No. 1 L.P. Stephen Reeders, Martin Murphy 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.

(3) 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, Martin Murphy 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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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.

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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