

MOMENTA PHARMACEUTICALS INC

Form 4

August 22, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

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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 *
Shapiro Bennett M

(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
MOMENTA
PHARMACEUTICALS INC
[MNTA]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/18/2006		S ⁽³⁾	3,079 D	\$ 15	6,921	D
Common Stock	08/18/2006		S ⁽³⁾	300 D	\$ 15.01	6,621	D
Common Stock	08/18/2006		S ⁽³⁾	200 D	\$ 15.02	6,421	D
Common Stock	08/18/2006		S ⁽³⁾	500 D	\$ 15.03	5,921	D

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Common Stock	08/18/2006	S ⁽³⁾	1,800	D	\$ 15.04	4,121	D
Common Stock	08/18/2006	S ⁽³⁾	400	D	\$ 15.05	3,721	D
Common Stock	08/18/2006	S ⁽³⁾	500	D	\$ 15.06	3,221	D
Common Stock	08/18/2006	S ⁽³⁾	100	D	\$ 15.07	3,121	D
Common Stock	08/18/2006	S ⁽³⁾	300	D	\$ 15.08	2,821	D
Common Stock	08/18/2006	S ⁽³⁾	1,300	D	\$ 15.11	1,521	D
Common Stock	08/18/2006	S ⁽³⁾	95	D	\$ 15.12	1,426	D
Common Stock	08/18/2006	S ⁽³⁾	200	D	\$ 15.15	1,226	D
Common Stock	08/18/2006	S ⁽³⁾	226	D	\$ 15.16	1,000	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 0.23	08/18/2006		M	10,000	02/05/2005 ⁽¹⁾	02/04/2013	Common Stock	81,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shapiro Bennett M C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142	X			

Signatures

/s/ Michael Flanagan, as attorney in fact	08/22/2006
__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) The stock option vested as to 25% of the shares on February 5, 2004 and as to an additional 25% of the shares at the end of each successive annual period.
 - (2) Includes multiple option grants with different prices and vesting dates.
 - (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.