

MOMENTA PHARMACEUTICALS INC  
 Form 4  
 September 01, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Crane Alan L

(Last) (First) (Middle)

C/O MOMENTA  
 PHARMACEUTICALS, 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)  
 08/30/2006

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)  
 President, C.E.O.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/30/2006		S		8,300	D	\$ 16.25
Common Stock	08/30/2006		S		1,500	D	\$ 16.27
Common Stock	08/30/2006		S		5,000	D	\$ 16.33
Common Stock	08/30/2006		S		16,500	D	\$ 16.4
							1,203,060
							1,201,560
							1,196,560
							1,180,060

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Common Stock	08/30/2006	S	2,200	D	\$ 16.42	1,177,860	D
Common Stock	08/30/2006	S	6,000	D	\$ 16.45	1,171,860	D
Common Stock	08/30/2006	S	1,400	D	\$ 16.47	1,170,460	D
Common Stock	08/30/2006	S	4,000	D	\$ 16.49	1,166,460	D
Common Stock	08/30/2006	S	2,900	D	\$ 16.51	1,163,560	D
Common Stock	08/30/2006	S	2,200	D	\$ 16.55	1,161,360	D
Common Stock	08/31/2006	S	20,100	D	\$ 16.4	1,174,260	D
Common Stock	08/31/2006	S	3,900	D	\$ 16.5	1,170,360	D
Common Stock	08/31/2006	S	9,000	D	\$ 16.5	1,161,360	D

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

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SEC 1474  
(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 Number of Shares
Options to purchase Common Stock	\$ 0.23	08/30/2006		M	50,000	03/11/2005 <sup>(1)</sup>	06/11/2013	Common Stock	128,000
Option to purchase Common Stock	\$ 0.23	08/31/2006		M	33,000	03/11/2006 <sup>(1)</sup>	06/11/2011	Common Stock	128,000

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crane Alan L C/O MOMENTA PHARMACEUTICALS 675 WEST KENDALL STREET CAMBRIDGE, MA 02142	X		President, C.E.O.	

## Signatures

Michael Flanagan as attorney-in -fact 09/01/2006

\_\_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% on 6/11/2004 and 6.25% every 3 month period thereafter.
- (2) Includes multiple option grants with different prices and vesting dates.

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.