

MOMENTA PHARMACEUTICALS INC
 Form 4
 November 13, 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)
 09/17/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 09/17/2006 | | D ⁽²⁾ | | 200,000 | D | \$ 0 |
| Common Stock | 11/08/2006 | | S ⁽¹⁾ | | 100 | D | \$ 15.01 |
| Common Stock | 11/08/2006 | | S ⁽¹⁾ | | 1,399 | D | \$ 15.04 |
| Common Stock | 11/08/2006 | | S ⁽¹⁾ | | 1,300 | D | \$ 15.05 |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|----------|---------|---|
| Common Stock | 11/08/2006 | <u>S(1)</u> | 300 | D | \$ 15.06 | 858,243 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 1,002 | D | \$ 15.07 | 857,241 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 99 | D | \$ 15.08 | 857,142 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 200 | D | \$ 15.09 | 856,942 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 1,000 | D | \$ 15.1 | 855,942 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 3,108 | D | \$ 15.15 | 852,834 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 543 | D | \$ 15.16 | 852,291 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 900 | D | \$ 15.18 | 851,391 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 24,886 | D | \$ 15.2 | 826,505 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 2,400 | D | \$ 15.21 | 824,105 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 325 | D | \$ 15.22 | 823,780 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 981 | D | \$ 15.24 | 822,799 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 500 | D | \$ 15.25 | 822,299 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 3,000 | D | \$ 15.3 | 819,299 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 2,500 | D | \$ 15.35 | 816,799 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 343 | D | \$ 15.36 | 816,456 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 3,500 | D | \$ 15.4 | 812,956 | D |
| Common Stock | 11/08/2006 | <u>S(1)</u> | 1,614 | D | \$ 15.45 | 811,342 | 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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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

Signatures

/s/ Michael Flanagan, as attorney
in fact

11/13/2006

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 17, 2006.

(2) Such shares of common stock were originally granted pursuant a restricted stock agreement dated March 7, 2006, and such shares were forfeited as of September 17, 2006 in connection with the termination of Mr. Crane's employment with the issuer.

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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