

MOMENTA PHARMACEUTICALS INC  
 Form 4  
 May 23, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**WHEELER CRAIG A**

(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)  
**05/19/2016**

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

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)
Common Stock	05/19/2016		S <sup>(1)</sup>	2,058 D	\$ 10.2 349,521	D	
Common Stock	05/19/2016		S <sup>(2)</sup>	2,058 D	\$ 10.2 347,463	D	
Common Stock	05/20/2016		S <sup>(3)</sup>	1,764 D	\$ 10.13 345,699	D	
Common					199,751 <sup>(5)</sup>	I	Craig

Stock								Wheeler Revocable Trust
Common Stock					92,297 <sup>(6)</sup>	I		Craig A. Wheeler 2014 Annuity Trust
Common Stock					57,703	I		Craig A. Wheeler 2016 Annuity Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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

WHEELER CRAIG A  
C/O MOMENTA PHARMACEUTICALS, INC.  
675 WEST KENDALL STREET  
CAMBRIDGE, MA 02142

X

President

## Signatures

/s/ Marie T. Washburn as attorney  
in fact

05/20/2016

\_\_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 August 12, 2014.
- (2) This sale was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on September 10, 2015.
- (3) This sale was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on March 14, 2013.

- This transaction was executed in multiple trades at prices ranging from \$10.105 to \$10.23. 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 and prices at which the transaction was effected.
- (4)

- Reflects a decrease of 57,703 shares of MNTA common stock contributed to the Craig A. Wheeler 2016 Annuity Trust, which is a qualified annuity trust within the meaning of Section 2702 of the Internal Revenue Code of 1986, as amended, and Treasury Regulation 25.2702-3, on May 23, 2016.
- (5)

- (6) These shares of MNTA common stock were previously incorrectly reported as being held by the Craig A. Wheeler 2014 Irrevocable Trust.

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.