

MOMENTA PHARMACEUTICALS INC

Form 4

April 20, 2015

**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 \*  
Roach James 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)  
03/29/2015

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)  
Senior VP, Development and Chi

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 or Price		
Common Stock	03/29/2015		D		6,750 (1)	D	
Common Stock	04/16/2015		M		50,000 (2)	A	
Common Stock	04/16/2015		F		6,215 (3)	D	
Common Stock	04/16/2015		S		50,000 (2)	D	

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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)	Amount or Number of Shares
Option to purchase stock	\$ 7.41	04/16/2015		M	50,000 <u>(2)</u>	02/22/2012 02/22/2018	Common Stock	50,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Roach James M.  
C/O MOMENTA PHARMACEUTICALS, INC.  
675 WEST KENDALL STREET  
CAMBRIDGE, MA 02142

Senior VP, Development and Chi

## Signatures

/s/ Marie T. Washburn as attorney  
in fact

04/20/2015

\*\*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).

Represents a decrease of 6,750 shares of restricted common stock, \$0.0001 par value per share, pursuant to the related restricted stock agreement, as amended, between Mr. Roach and the Company. The shares were awarded pursuant to the Company's 2004 Stock Incentive Plan, as amended.

(2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2014.

Represents the number of shares of restricted common stock returned to the company to meet minimum tax liability requirements, pursuant to the related restricted stock agreement, as amended, between Mr. Roach and the Company. The shares were awarded pursuant to the Company's 2004 Stock Incentive Plan, as amended.

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