## Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form 4

MOMENTA Form 4 July 21, 200	A PHARMACEU	TICALS	INC								
Check th if no lon subject t Section Form 4 of Form 5 obligation may con See Instr 1(b).	S SECURITIES AND EXCHANGE CO Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNI SECURITIES Section 16(a) of the Securities Exchange A Public Utility Holding Company Act of 1 of the Investment Company Act of 1940					ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hou response	•			
(Print or Type	Responses)										
1. Name and Address of Reporting Person 2 CLARKE JOHN K Sy M PH			Symbol MOME	MOMENTA PHARMACEUTICALS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director10% Owner			
(Last) (First) (Middle) 3. Da (Mod			(Month/I	Date of Earliest Transaction //onth/Day/Year) 7/20/2005				Officer (give titleOther (specify below) below)			
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	urities		ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr 3 and 4)	(111541: 1)		
Common Stock	07/20/2005			J <u>(1)</u>	7,197	А	<u>(1)</u>	79,497	D		
Common Stock	07/20/2005			J <u>(2)</u>	1,693,450	D	<u>(2)</u>	476,836	I	See Footnote	

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

Persons who respond to the collection of information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control

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#### number.

# 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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Othe				
CLARKE JOHN K C/O CARDINAL PARTNERS 221 NASSAU STREET PRINCETON, NJ 08542	X						
Signatures							
/s/ John K. 07/2 Clarke 07/2	21/2005						

<u>\*\*</u>Signature of Reporting Person

**Explanation of Responses:** 

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired represent a pro-rata distribution in kind without consideration received to Mr. Clarke from CHP II, L.P., the General Partner of CHP II, L.P.

The disposition represents a pro-rata distribution in kind without consideration to the partners of CHP II, L.P. The remaining undistributed shares are owned directly by CHP II, L.P. Mr. Clarke is a managing member of CHP II Management LLC, the general

(2) undistributed shares are owned uncerty by CHI II, E.F. MI. Clarke is a managing member of CHI II Management ELC, the general partner of CHP II, L.P. Mr. Clarke disclaims beneficial ownership of such shares except to the extent of his respective proportionate pecuniary interest.

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.