

MOMENTA PHARMACEUTICALS INC  
 Form 4  
 September 13, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Venkataraman Ganesh

2. Issuer Name and Ticker or Trading Symbol  
 MOMENTA  
 PHARMACEUTICALS INC  
 [MNTA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior V.P., Research

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/11/2006

C/O MOMENTA  
 PHARMACEUTICALS, INC., 675  
 WEST KENDALL STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/11/2006		S	14,454	D \$ 15	548,358	D
Common Stock	09/11/2006		S	100	D \$ 15.01	548,258	D
Common Stock	09/11/2006		S	100	D \$ 15.02	548,158	D
Common Stock	09/11/2006		S	825	D \$ 15.07	547,333	D

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Common Stock	09/11/2006	S	200	D	\$ 15.1	547,133	D
Common Stock	09/11/2006	S	600	D	\$ 15.11	546,533	D
Common Stock	09/12/2006	S	33,291	D	\$ 15	513,242	D
Common Stock	09/12/2006	S	11,209	D	\$ 15.01	502,033	D
Common Stock	09/12/2006	S	4,607	D	\$ 15.02	497,426	D
Common Stock	09/12/2006	S	214	D	\$ 15.04	497,212	D
Common Stock	09/12/2006	S	450	D	\$ 15.09	496,762	D
Common Stock	09/13/2006	S	9,247	D	\$ 15	487,515	D
Common Stock	09/13/2006	S	328	D	\$ 15.01	487,187	D
Common Stock	09/13/2006	S	5,834	D	\$ 15.02	481,353	D
Common Stock	09/13/2006	S	211	D	\$ 15.03	481,142	D
Common Stock	09/13/2006	S	100	D	\$ 15.04	481,042	D
Common Stock	09/13/2006	S	400	D	\$ 15.05	480,642	D
Common Stock	09/13/2006	S	9,000	D	\$ 15.1	471,642	D
Common Stock	09/13/2006	S	3,830	D	\$ 15.3	467,812	D
Common Stock	09/13/2006	S	3,700	D	\$ 15.38	464,112	D
Common Stock	09/13/2006	S	100	D	\$ 15.39	464,012	D
Common Stock	09/13/2006	S	1,000	D	\$ 15.41	463,012	D
Common Stock	09/13/2006	S	200	D	\$ 15.42	462,812	D

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**

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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				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

Venkataraman Ganesh  
C/O MOMENTA PHARMACEUTICALS, INC.  
675 WEST KENDALL STREET  
CAMBRIDGE, MA 02142

Senior V.P., Research

## Signatures

/s/ Ganesh

Venkataraman

09/13/2006

\*\*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).

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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