#### MOMENTA PHARMACEUTICALS INC

Form 4 June 22, 2015

## FORM 4

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction 1(b).

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) 4. If Amendment, Date Original

CAMBRIDGE, MA 02142

2. Issuer Name and Ticker or Trading

**MOMENTA** PHARMACEUTICALS INC

[MNTA]

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

06/18/2015

Filed(Month/Day/Year)

Symbol

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below) President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	rities Ownership efficially Form: ed Direct (D) owing or Indirect orted (I) saction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/18/2015		Code V  M(1)	Amount 125,000	(D)	Price \$ 16.18	(Instr. 3 and 4) 343,312	D	
Common Stock	06/18/2015		S <u>(1)</u>	125,000	D	\$ 24.22 (2)	218,312	D	
Common Stock	06/18/2015		S(3)	30,000	D	\$ 24.11 (4)	181,032	I	Craig Wheeler Revocable Trust

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Common Stock 150,000 I Craig A. Wheeler 2014 Irrevocable

Trust

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 required to respond unless the form displays a currently valid OMB control number.

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 onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to	\$ 16.18	06/18/2015		M <u>(1)</u>		125,000	08/22/2010	08/22/2016	Common Stock	125,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
WHEELER CRAIG A						
C/O MOMENTA PHARMACEUTICALS, INC.	X		President			
675 WEST KENDALL STREET	A Pies		Fresident			
CAMBRIDGE, MA 02142						

### **Signatures**

Buy)

/s/ Richard P. Shea as attorney in fact 06/19/2015

\*\*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).
- (1) This sale was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on June 14, 2013.

Reporting Owners 2

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- This transaction was executed in multiple trades at prices ranging from \$24.00 to \$24.39. 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.
- (3) This sale was effected pursuant to a Rule 10b5-1 Craig Wheeler Revocable Trust trading plan adopted by the reporting person on June 14, 2013.
- This transaction was executed in multiple trades at prices ranging from \$24.00 to \$24.26. 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.

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.