

Stoner Elizabeth
Form 4
June 22, 2018

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 *
Stoner Elizabeth

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2018

C/O MOMENTA
PHARMACEUTICALS, INC., 301
BINNEY 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/20/2018		M	5,734 A \$ 0	28,541	D	
Common Stock	06/21/2018		S ⁽¹⁾	2,288 D 22.2	26,253	D	
				(2)			

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

SEC 1474 (9-02)

displays a currently valid OMB control 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. 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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Stock Option (Right to Buy)	\$ 22.3	06/20/2018		A		8,855		<u>(3)</u>	06/20/2028	Common Stock	8,855
Restricted Stock Units	<u>(4)</u>	06/20/2018		A		4,356		<u>(5)</u>	<u>(5)</u>	Common Stock	4,356
Restricted Stock Units	<u>(6)</u>	06/20/2018		M		5,734		<u>(7)</u>	<u>(7)</u>	Common Stock	5,734

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stoner Elizabeth C/O MOMENTA PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE, MA 02142	X			

Signatures

/s/ Marie T. Washburn as attorney
in fact

06/22/2018

**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 transaction was effected pursuant to a Rule 10b5-1 trading plan.

(2) This transaction was executed in multiple trades at prices ranging from \$22.15 to \$22.20. 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

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issuer full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (3) Represents an option granted by the Company pursuant to the Company's 2013 Incentive Award Plan. The stock option will vest and become exercisable on the first anniversary of the grant date, subject to Dr. Stoner's continued service to the Company.
- (4) Each restricted stock unit represents a contingent right to receive one share of MNTA common stock.
- (5) Represents 4,356 restricted stock units, awarded pursuant to the Company's 2013 Incentive Award Plan, 100% of the restricted stock units shall vest on the first anniversary of the grant date, subject to Dr. Stoner's continued service to the Company.
- (6) Restricted Stock Units convert into common stock on a one-for-one basis.
- (7) Subject to certain criteria, 100% of the restricted stock units shall vest on the first anniversary of the grant date.

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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