

MOMENTA PHARMACEUTICALS INC
 Form 4
 July 07, 2005

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 *
 Barrett Peter

(Last) (First) (Middle)

C/O ATLAS VENTURE 890
 WINTER STREET, SUITE 320

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/05/2005

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)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/05/2005		J ⁽²⁾		240,452	D	Ⓛ 961,811	I	See Footnote (2)
Common Stock	07/05/2005		J ⁽³⁾		29,868	D	Ⓛ 119,471	I	See Footnote (3)
Common Stock	07/05/2005		J ⁽⁴⁾		29,868	D	Ⓛ 119,471	I	See Footnote (4)

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Common Stock	07/05/2005	J ⁽⁵⁾	4,002	D	(1)	16,008	I	See Footnote (5)
Common Stock	07/05/2005	J ⁽⁶⁾	435,019	D	(1)	1,740,075	I	See Footnote (6)
Common Stock	07/05/2005	J ⁽⁷⁾	13,303	D	(1)	53,212	I	See Footnote (7)
Common Stock	07/05/2005	J ⁽⁸⁾	7,965	D	(1)	31,862	I	See Footnote (8)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Barrett Peter
C/O ATLAS VENTURE 890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

X X

Signatures

/s/ Jeanne Larkin Henry--Attorney
in Fact

07/07/2005

__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) N/A

Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund V, L.P. These shares are owned directly by Atlas Venture Fund V, L.P. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Parallel Fund V-A, C.V. These shares are owned directly by Atlas Venture Parallel Fund V-A, C.V. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Parallel Fund V-B, C.V. These shares are owned directly by Atlas Venture Parallel Fund V-B, C.V. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Entrepreneurs' Fund V, L.P. These shares are owned directly by Atlas Venture Entrepreneurs' Fund V, L.P. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(6) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI, L.P. These shares are owned directly by Atlas Venture Fund VI, L.P. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(7) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Entrepreneurs' Fund VI, L.P. These shares are owned directly by Atlas Venture Entrepreneurs' Fund VI, L.P. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(8) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI GmbH & Co. KG. These shares are owned directly by Atlas Venture Fund VI GmbH & Co. KG. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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