

MOMENTA PHARMACEUTICALS INC

Form 4

August 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ATLAS VENTURE FUND V LP

(Last) (First) (Middle)

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)
08/03/2005

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	08/03/2005		J ⁽²⁾		183,068	D	Ⓛ 778,743
Common Stock	08/03/2005		J ⁽³⁾		22,551	D	Ⓛ 96,920
Common Stock	08/03/2005		J ⁽⁴⁾		22,551	D	Ⓛ 96,920
Common Stock	08/03/2005		J ⁽⁵⁾		3,089	D	Ⓛ 12,919
Common Stock	08/03/2005		J ⁽⁶⁾		335,147	D	Ⓛ 1,404,928

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Common Stock	08/03/2005	J ⁽⁷⁾	10,267	D	(1)	42,945	D ⁽⁷⁾
Common Stock	08/03/2005	J ⁽⁸⁾	6,137	D	(1)	25,725	D ⁽⁸⁾
Common Stock	08/03/2005	J ⁽⁹⁾	231,259	D	(1)	985,502	D ⁽⁹⁾
Common Stock	08/03/2005	J ⁽¹⁰⁾	351,551	D	(1)	1,473,598	D ⁽¹⁰⁾

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

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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 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)
				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
ATLAS VENTURE FUND V LP 890 WINTER STREET SUITE 320 WALTHAM, MA 02451			X	
ATLAS VENTURE PARALLEL FUND V-A C V 890 WINTER STREET SUITE 320 WALTHAM, MA 02451			X	
			X	

ATLAS VENTURE PARALLEL FUND V-B C V
 890 WINTER STREET
 SUITE 320
 WALTHAM, MA 02451

ATLAS VENTURE ENTREPRENEURS FUND V LP
 890 WINTER STREET
 SUITE 320
 WALTHAM, MA 02451

X

ATLAS VENTURE FUND VI LP
 890 WINTER STREET
 SUITE 320
 WALTHAM, MA 02451

X

Atlas Venture Fund VI GmbH & Co KG
 890 WINTER STREET
 SUITE 320
 WALTHAM, MA 02451

X

ATLAS VENTURE ENTREPRENEURS FUND VI LP
 890 WINTER STREET
 SUITE 320
 WALTHAM, MA 02451

X

ATLAS VENTURE ASSOCIATES V LP
 890 WINTER STREET
 SUITE 320
 WALTHAM, MA 02451

X

Atlas Venture Associates VI, L.P.
 890 WINTER STREET
 SUITE 320
 WALTHAM, MA 02451

X

Signatures

/s/ Jeanne Larkin Henry
 (Vice-President)

08/05/2005

**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
- (2) 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.
- (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.
- (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.
- (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.

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- (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.
- (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.
- (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.
- Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V. and Atlas Venture Entrepreneurs' Fund V, L.P. These shares are owned directly by Atlas Venture Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V. and Atlas Venture Entrepreneurs' Fund V, L.P. Atlas Venture Associates V, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein.
- (9) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI, L.P., Atlas Venture Fund VI GmbH & Co. KG and Atlas Venture Entrepreneurs' Fund VI, L.P. These shares are owned directly by Atlas Venture Fund VI, L.P., Atlas Venture Fund VI GmbH & Co. KG and Atlas Venture Entrepreneurs' Fund VI, L.P. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein.
- (10)

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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