

MOMENTA PHARMACEUTICALS INC

Form 4/A

May 19, 2006

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MOMENTA
PHARMACEUTICALS INC
[MNTA]3. Date of Earliest Transaction
(Month/Day/Year)
05/03/20064. If Amendment, Date Original
Filed(Month/Day/Year)
05/05/20065. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Senior V.P., Research6. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/03/2006		S <u>(1)</u>		2,500	D	\$ 15.6032	630,312	D
Common Stock	05/03/2006		S <u>(1)</u>		480	D	\$ 15.6208	629,832	D
Common Stock	05/04/2006		S <u>(1)</u>		1,800	D	\$ 15.67	628,032	D
Common Stock	05/04/2006		S <u>(1)</u>		100	D	\$ 15.68	627,932	D

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Common Stock	05/03/2006	<u>S(1)</u>	4,520	D	\$ 15.7407	623,412	D
Common Stock	05/04/2006	<u>S(1)</u>	2,500	D	\$ 15.746	620,912	D
Common Stock	05/03/2006	<u>S(1)</u>	2,500	D	\$ 15.75	618,412	D
Common Stock	05/04/2006	<u>S(1)</u>	600	D	\$ 15.8	617,812	D
Common Stock	05/05/2006	<u>S(1)</u>	2,000	D	\$ 15.85	615,812	D
Common Stock	05/05/2006	<u>S(1)</u>	134	D	\$ 15.86	615,678	D
Common Stock	05/05/2006	<u>S(1)</u>	100	D	\$ 15.89	615,578	D
Common Stock	05/05/2006	<u>S(1)</u>	2,624	D	\$ 15.9	612,954	D
Common Stock	05/05/2006	<u>S(1)</u>	400	D	\$ 15.91	612,554	D
Common Stock	05/05/2006	<u>S(1)</u>	100	D	\$ 15.93	612,454	D
Common Stock	05/05/2006	<u>S(1)</u>	1,284	D	\$ 15.94	611,170	D
Common Stock	05/05/2006	<u>S(1)</u>	1,287	D	\$ 15.95	609,883	D
Common Stock	05/05/2006	<u>S(1)</u>	200	D	\$ 15.96	609,683	D
Common Stock	05/05/2006	<u>S(1)</u>	385	D	\$ 15.97	609,298	D
Common Stock	05/05/2006	<u>S(1)</u>	1,789	D	\$ 15.98	607,509	D
Common Stock	05/05/2006	<u>S(1)</u>	100	D	\$ 15.99	607,409	D
Common Stock	05/05/2006	<u>S(1)</u>	2,884	D	\$ 16	604,525	D
Common Stock	05/05/2006	<u>S(1)</u>	100	D	\$ 16.01	604,425	D
Common Stock	05/05/2006	<u>S(1)</u>	500	D	\$ 16.02	603,925	D
Common Stock	05/05/2006	<u>S(1)</u>	200	D	\$ 16.03	603,725	D
	05/05/2006	<u>S(1)</u>	400	D	\$ 16.04	603,325	D

Common
Stock

Common Stock	05/05/2006	S ⁽¹⁾	3	D	\$ 16.05	603,322	D
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Common Stock	05/05/2006	S ⁽¹⁾	510	D	\$ 16.08	602,812	D
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
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Venkataraman Ganesh
C/O MOMENTA PHARMACEUTICALS, INC.
675 WEST KENDALL STREET
CAMBRIDGE, MA 02142

Senior V.P., Research

Signatures

/s/ Ganesh
Venkataraman 05/18/2006

**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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2006.

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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