Venkataraman Ganesh Form 4 February 16, 2012

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to Section 16.

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

Number: January 31, Expires: 2005

3235-0287

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Venkataraman Ganesh

Symbol **MOMENTA**

PHARMACEUTICALS INC

(Check all applicable)

[MNTA]

(Last) (First) (Middle) 3. Date of Earliest Transaction

below)

10% Owner Other (specify

(Month/Day/Year) 02/14/2012

X_ Officer (give title below) Senior V.P., Research

C/O MOMENTA PHARMACEUTICALS, INC., 675

WEST KENDALL STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or Code V Amount (D)

Transaction(s)

(Instr. 3 and 4) Price

Common Stock

02/14/2012

10,473 A (1)

\$0 412,379 D

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

(Month/Day/Year)

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SEC 1474 (9-02)

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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. Transactic 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 or Number of Shares
Stock Option (Right to Buy)	\$ 15.44	02/14/2012		A	26,183 (2)	05/14/2012	02/14/2022	Common Stock	26,183

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Venkataraman Ganesh C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142

Senior V.P., Research

Signatures

/s/ Eric Shaff as attorney in fact 02/16/2012

**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).

Represents 10,473 shares of restricted common stock, \$0.0001 par value per share, awarded pursuant to the Company's 2004 Stock

- (1) Incentive Plan, as amended, and subject to a restricted stock agreement to be entered into between the Company and Mr. Venkataraman. Pursuant to the restricted stock agreement, 25% of the shares of restricted Common Stock shall vest on February 14, 2013, and an additional 6.25% of the shares of restricted Common Stock shall vest at the end of each three-month period thereafter.
- (2) Represents an option granted by the issuer pursuant to the issuer's 2004 Stock Incentive Plan. Subject to certain criteria, the shares subject to such option vest as to 6.25% of the shares at the end of each three-month period following 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. 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.

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