Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form 4

MOMENTA PHARMACEUTICALS INC

Form 4 June 13, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

C/O MOMENTA

1. Name and Address of Reporting Person *

DOWNEY BRUCE

Symbol **MOMENTA**

PHARMACEUTICALS INC

3. Date of Earliest Transaction

[MNTA]

(Last) (First) (Middle)

(Month/Day/Year) 06/11/2013

PHARMACEUTICALS, INC., 675 WEST KENDALL STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(City) (State) (Zip)

CAMBRIDGE, MA 02142

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

10% Owner

Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

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

Issuer

below)

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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D)

(Instr. 3, 4 and 5)

(A)

or

Price

Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Beneficially

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

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form 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)

Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form 4

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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.42	06/11/2013		A <u>(1)</u>	17,750	09/11/2013	06/11/2023	Common Stock	17,750

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DOWNEY BRUCE C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142



Signatures

/s/ Eric Shaff as attorney in fact 06/12/2013

**Signature of Reporting Person Da

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) Represents an option granted by the issuer pursuant to the issuer's 2013 Stock Incentive Plan. Subject to certain criteria, the shares subject to such option vest in four equal quarterly installments following the grant date.
- (2) Includes multiple option grants with different pricing and vesting.

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.

Reporting Owners 2