

MOMENTA PHARMACEUTICALS INC

Form 4

May 23, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHEELER CRAIG A

(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)
05/19/2016

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)
President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/19/2016		S(1)	2,058 D	\$ 10.2 349,521	D	
Common Stock	05/19/2016		S(2)	2,058 D	\$ 10.2 347,463	D	
Common Stock	05/20/2016		S(3)	1,764 D	\$ 10.13 345,699	D	
Common					(4) 199,751 (5)	I	Craig

Stock				Wheeler Revocable Trust
Common Stock	92,297 ⁽⁶⁾	I		Craig A. Wheeler 2014 Annuity Trust
Common Stock	57,703	I		Craig A. Wheeler 2016 Annuity Trust

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. 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
WHEELER CRAIG A C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142	X President

Signatures

/s/ Marie T. Washburn as attorney
in fact

05/20/2016

__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) This sale was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on August 12, 2014.
- (2) This sale was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on September 10, 2015.
- (3) This sale was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on March 14, 2013.

This transaction was executed in multiple trades at prices ranging from \$10.105 to \$10.23. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) Reflects a decrease of 57,703 shares of MNTA common stock contributed to the Craig A. Wheeler 2016 Annuity Trust, which is a qualified annuity trust within the meaning of Section 2702 of the Internal Revenue Code of 1986, as amended, and Treasury Regulation 25.2702-3, on May 23, 2016.
- (5) These shares of MNTA common stock were previously incorrectly reported as being held by the Craig A. Wheeler 2014 Irrevocable Trust.
- (6)

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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