

MOMENTA PHARMACEUTICALS INC

Form 4

February 22, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brugger Stephen B

(Last) (First) (Middle)

C/O MOMENTA
PHARMACEUTICALS, 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)
02/17/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)

X 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	02/17/2006		S		396	D	\$ 24.08	87,990 <u>(1)</u>	D	
Common Stock	02/17/2006		S		1,000	D	\$ 24.1	86,990 <u>(1)</u>	D	
Common Stock	02/17/2006		S		100	D	\$ 24.11	86,890 <u>(1)</u>	D	
Common Stock	02/17/2006		S		200	D	\$ 24.12	86,690 <u>(1)</u>	D	

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Common Stock	02/17/2006	S	100	D	\$ 24.13	86,590 ⁽¹⁾	D
Common Stock	02/17/2006	S	2,500	D	\$ 24.35	84,090 ⁽¹⁾	D
Common Stock	02/17/2006	S	10,669	D	\$ 24.45	73,391 ⁽¹⁾	D
Common Stock	02/17/2006	S	600	D	\$ 24.46	72,791 ⁽¹⁾	D
Common Stock	02/17/2006	S	2,900	D	\$ 24.48	69,891 ⁽¹⁾	D
Common Stock	02/17/2006	S	1,100	D	\$ 24.5	68,791 ⁽¹⁾	D
Common Stock	02/17/2006	S	100	D	\$ 24.54	68,691 ⁽¹⁾	D
Common Stock	02/17/2006	S	100	D	\$ 24.55	68,591 ⁽¹⁾	D
Common Stock	02/17/2006	S	5,898	D	\$ 24.6	62,693 ⁽¹⁾	D
Common Stock	02/17/2006	S	600	D	\$ 24.63	62,093 ⁽¹⁾	D
Common Stock	02/17/2006	S	7	D	\$ 24.64	62,086 ⁽¹⁾	D
Common Stock	02/17/2006	S	1,900	D	\$ 24.8	60,186 ⁽¹⁾	D
Common Stock	02/17/2006	S	100	D	\$ 24.83	60,086 ⁽¹⁾	D
Common Stock	02/17/2006	S	100	D	\$ 24.85	59,986 ⁽¹⁾	D
Common Stock	02/17/2006	S	901	D	\$ 24.94	59,085 ⁽¹⁾	D
Common Stock	02/17/2006	S	399	D	\$ 24.95	58,686 ⁽¹⁾	D
Common Stock	02/17/2006	S	200	D	\$ 25.03	58,486 ⁽¹⁾	D
Common Stock	02/17/2006	S	100	D	\$ 25.07	58,386 ⁽¹⁾	D

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

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(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. 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 Repo 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

Brugger Stephen B
C/O MOMENTA PHARMACEUTICALS
675 WEST KENDALL STREET
CAMBRIDGE, MA 02142

Senior Vice President

Signatures

/s/ Michael Morneau, attorney
in fact

02/22/2006

__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) Includes 3,633 shares of common stock acquired on January 31, 2005 under the Momenta Pharmaceuticals, Inc. 2004 Employee Stock Purchase Plan.

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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