Shea Richard P Form 4 March 30, 2011

# FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

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

**SECURITIES** 

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Shea Richard P

2. Issuer Name **and** Ticker or Trading

Symbol

**MOMENTA** 

PHARMACEUTICALS INC

[MNTA]

(Last)

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner \_\_X\_ Officer (give title \_\_\_\_ Other (specify below)

SVP, CFO

(Check all applicable)

MOMENTA

(Instr. 3)

PHARMACEUTICALS, 675 WEST

KENDALL STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

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

Issuer

CAMBRIDGE, MA 02142

(City) (State) (Zip) **Tab**1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Securities Code (D) Beneficially (Instr. 8) (Instr. 3, 4 and 5) Owned

5. Amount of Securities Form: Deneficially (D) or Owned Indirect Following (Instr. 4 Reported)

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

(A) or Amount (D)

Transaction(s)
(Instr. 3 and 4)

Code V

ount (D) Price

Common 03/28/2011 Stock

A  $\frac{45,000}{\frac{(1)}{}}$ 

A \$0 91,903

D

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

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SEC 1474

(9-02)

### Edgar Filing: Shea Richard P - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Shea Richard P MOMENTA PHARMACEUTICALS 675 WEST KENDALL STREET CAMBRIDGE, MA 02142

SVP, CFO

### **Signatures**

/s/ Michael Flanagan as attorney in fact

03/30/2011

\*\*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 45,000 shares of restricted common stock, \$0.0001 par value per share, awarded pursuant to the Company's 2004 Stock Incentive Plan, as amended, and subject to a restricted stock agreement to be entered into between the Company and Mr. Shea. Pursuant **(1)** to the restricted stock agreement, the shares of restricted Common Stock shall vest on the achievement of certain commercialization milestones within a specified time period.

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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