Shapiro Bennett M Form 4 January 11, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB as

Number: 3235-0287

Expires: January 31, 2005
Estimated average

10% Owner

Other (specify

**OMB APPROVAL** 

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 30(n) of the Investment Cor

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Shapiro Bennett M

C/O MOMENTA

Security

(Instr. 3)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

MOMENTA

PHARMACEUTICALS INC

[MNTA]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/11/2012

PHARMACEUTICALS, INC., 675 WEST KENDALL STREET

(Street) 4. If Amendment, Date Original

Execution Date, if

(Month/Day/Year)

any

Filed(Month/Day/Year)

 $6.\ Individual\ or\ Joint/Group\ Filing (Check$ 

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

D

Person

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

Issuer

below)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

01/11/2012

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

5. Amount of Securities Beneficially Owned Following Reported 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4)

 $S_{\underline{(1)}}$  2,000 D  $^{\$}_{19,39}$  7,000

Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase	\$ 10.44	12/12/2011		M	2,000	05/26/2006	05/26/2015	Common Stock	2,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Shapiro Bennett M						
C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET	X					

### **Signatures**

CAMBRIDGE, MA 02142

/S/ Michael Flanagan as attorney 01/12/2012 in fact

\*\*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 December 10, 2010.

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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