

WHEELER CRAIG A
Form 4
August 10, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O MOMENTA
PHARMACEUTICALS, INC., 301
BINNEY 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)
08/08/2018

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 & CEO

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	08/08/2018		M ⁽¹⁾	5,781 A	\$ 0 195,048 ⁽²⁾	D	
Common Stock	08/08/2018		S ⁽³⁾	2,601 D	\$ 28.74 192,447 ⁽⁴⁾	D	
Common Stock					356,651 ⁽⁵⁾	I	Craig Wheeler Revocable Trust

Common Stock	36,725 ⁽⁷⁾	I	Craig A Wheeler 2016 Annuity Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Pr Deri Secu (Inst	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(8)	08/08/2018		M ⁽¹⁾	5,781	(9)	(9)	Common Stock	5,781

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHEELER CRAIG A C/O MOMENTA PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE, MA 02142	X		President & CEO	

Signatures

/s/ Alejandra Carvajal as attorney in fact	08/10/2018
**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) Shares received pursuant to settlement of Restricted Stock Units that were granted on February 7, 2017.
- (2) Reflects a decrease of 2,406 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on August 8, 2018.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person August 7, 2017.

This transaction was executed in multiple trades at prices ranging from \$28.45 to \$29.25. 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 sold at each separate price within the ranges set forth in this footnote.

- (5) Reflects the transfer of 2,406 shares of MNTA common stock on August 8, 2018 to the Craig Wheeler Revocable Trust that were previously held directly by Mr. Wheeler.

Also reflects an increase of 9,255 shares of MNTA common stock transferred on May 29, 2018 to the Craig Wheeler Revocable Trust that were previously held indirectly by Mr. Wheeler in 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.

- (7) Reflects a decrease of 9,255 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on May 29, 2018.
- (8) Restricted Stock Units convert into common stock on a one-for-one basis.

- (9) Subject to certain criteria, the restricted stock units will vest with respect to 25% of the shares on the first anniversary of the grant date, and the remainder will vest in equal quarterly installments over the subsequent three years.

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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