

MOMENTA PHARMACEUTICALS INC
 Form 4
 September 13, 2006

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Crane Alan L

(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)
 09/11/2006

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)
 C.E.O.

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)
			Code	V	Amount or Price		
Common Stock	09/11/2006		S		40,854 (3)	D	\$ 15 1,120,506 D
Common Stock	09/11/2006		S		200 (3)	D	\$ 15.01 1,120,306 D
Common Stock	09/11/2006		S		3,046 (3)	D	\$ 15.02 1,117,260 D
Common Stock	09/11/2006		S		276 (3)	D	\$ 15.06 1,116,984 D

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Common Stock	09/11/2006	S	800 ⁽³⁾	D	\$ 15.07	1,116,184	D
Common Stock	09/11/2006	S	3,024 ⁽³⁾	D	\$ 15.08	1,113,160	D
Common Stock	09/11/2006	S	1,800 ⁽³⁾	D	\$ 15.11	1,111,360	D
Common Stock	09/12/2006	S	38,174	D	\$ 15	1,111,360	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to purchase Common Stock	\$ 0.6	09/12/2006		M	27,611	02/01/2004 ⁽²⁾	11/01/2013	Common Stock	60,800
Option to purchase Common Stock	\$ 0.23	09/12/2006		M	8,000	06/11/2004 ⁽⁴⁾	06/11/2013	Common Stock	128,000
Options to purchase common stock	\$ 6.88	09/12/2006		M	2,563	05/01/2005 ⁽⁵⁾	02/01/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Crane Alan L
C/O MOMENTA PHARMACEUTICALS X C.E.O.
675 WEST KENDALL STREET
CAMBRIDGE, MA 02142

Signatures

/s/ Michael Flanagan as attorney
in fact 09/13/2006

__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 multiple option grants with different prices and vesting dates.
- (2) The stock option vested as to 6.25% on 2/1/2004 and 6.25% every 3 month period thereafter.
- (3) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 17, 2006
- (4) The stock option vested as to 25% on 6/11/2004 and 6.25% every 3 month period thereafter.
- (5) The stock option vested as to 6.25% every 3 month period after grant date or 2/1/05.

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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