### Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form 4

#### MOMENTA PHARMACEUTICALS INC

Form 4

December 19, 2006

# FORM 4

#### **OMB APPROVAL**

3235-0287

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number:

January 31, Expires: 2005

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** 

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Bishop John E Issuer Symbol **MOMENTA** (Check all applicable) PHARMACEUTICALS INC [MNTA] Director 10% Owner X\_ Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) Senior VP, Pharmaceutical Scie 675 WEST KENDALL STREET 12/15/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### CAMBRIDGE, MA 02142

(State)

(Zip)

(City)

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

Person

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	()	(
Common Stock	12/15/2006		A(2)	15,000 A \$0	15,000	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 or 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 common stock	\$ 16.94	12/15/2006		A(3)	30,000	12/15/2007	12/14/2016	Common Stock	30,000

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	

Bishop John E

675 WEST KENDALL STREET CAMBRIDGE, MA 02142 Senior VP, Pharmaceutical Scie

### **Signatures**

/s/ Michael Flanagan as attorney in fact

12/19/2006

\*\*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 excersise prices and vesting dates.
- Represents 15,000 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. Bishop. Pursuant to the restricted stock agreement, 25% of the shares of restricted Common Stock shall vest on December 15, 2007 and an additional 6.25% of the shares of restricted Common Stock shall vest at the end of each three-month period thereafter.
- Represents an incentive stock option under the Company's 2004 Stock Incentive Plan, as amended, to purchase 30,000 shares of Common (3) Stock with an exercise price equal to \$16.94 per share. This stock option vests as to 25% of the shares thereunder on December 15, 2007 and as to an additional 6.25% of the shares at the end of each three-month period thereafter.

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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