

MOMENTA PHARMACEUTICALS INC
 Form 4
 February 14, 2017

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., 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)
 02/10/2017

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

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 | 02/10/2017 | | S ⁽¹⁾ | 7,088 D | 18.85 ⁽²⁾ | 306,991 ⁽³⁾ | D |
| Common Stock | | | | | 49,967 ⁽⁴⁾ | I | Craig A. Wheeler 2014 Annuity Trust |
| | | | | | 261,941 ⁽⁵⁾ | I | |

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- This transaction was executed in multiple trades at prices ranging from \$18.40 to \$19.00. 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 and prices at which the transaction was effected.
- (2) Reflects a decrease of 6,620 shares of MNTA common stock contributed to the Craig Wheeler Revocable Trust on November 30, 2016.
 - (3) Reflects a decrease of 42,330 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on November 30, 2016.
 - (4) Reflects (a) a transfer of 6,620 shares of MNTA common stock to the Craig Wheeler Revocable Trust previously held directly by Mr. Wheeler on November 30, 2016, and (b) an increase of 42,330 shares of MNTA common stock transferred from the Craig A. Wheeler 2014 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 on November 30, 2016.
 - (5)

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.