Shapiro Bennett M Form 4 May 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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

obligations

Check this box

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 may continue.

> Symbol **MOMENTA**

[MNTA]

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

PHARMACEUTICALS INC

3. Date of Earliest Transaction

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

Shapiro Bennett M

(Last) (First) (Middle)

C/O MOMENTA

PHARMACEUTICALS, INC., 675

WEST KENDALL STREET

(State)

05/10/2011

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

05/10/2011

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title below)

Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

CAMBRIDGE, MA 02142

(City)

Security

(Instr. 3)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if any (Month/Day/Year)

(Zip)

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

(A) or

Price Code Amount (D) 2,000 D (1) 19.19

5. Amount of 6. Ownership 7. Nature of Securities Beneficially Owned Following

Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

7,000

Reported

Transaction(s)

(Instr. 3 and 4)

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

S

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Derivative Expiration Date urities (Month/Day/Year) uritied or possed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase stock	\$ 0.23	05/10/2011		M	2,000	02/05/2004	02/04/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Shapiro Bennett M C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142	X					

Signatures

/s/ Michael Flanagan as attorney in fact 05/11/2011

**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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