

GEMAYEL GEORGES  
Form 4  
June 22, 2018

**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 \*  
GEMAYEL GEORGES

(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)  
06/20/2018

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)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	06/20/2018		M	5,734 A \$ 0	9,734	D	

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

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SEC 1474  
(9-02)

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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. 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 or Number of Shares
Stock Option (Right to Buy)	\$ 22.3	06/20/2018		A	8,855	<u>(1)</u> 06/20/2028	Common Stock 8,855
Restricted Stock Units	<u>(2)</u>	06/20/2018		A	4,356	<u>(3)</u> <u>(3)</u>	Common Stock 4,356
Restricted Stock Units	<u>(4)</u>	06/20/2018		M	5,734	<u>(5)</u> <u>(5)</u>	Common Stock 5,734

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GEMAYEL GEORGES  
C/O MOMENTA PHARMACEUTICALS, INC.  
301 BINNEY STREET  
CAMBRIDGE, MA 02142

X

## Signatures

/s/ Marie T. Washburn as attorney  
in fact

06/22/2018

\*\*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) Represents an option granted by the Company pursuant to the Company's 2013 Incentive Award Plan. The stock option will vest and become exercisable on the first anniversary of the grant date, subject to Dr. Gemayel's continued service to the Company.
- (2) Each restricted stock unit represents a contingent right to receive one share of MNTA common stock.
- (3) Represents 5,734 restricted stock units, awarded pursuant to the Company's 2013 Incentive Award Plan, 100% of the restricted stock units shall vest on the first anniversary of the grant date, subject to Dr. Gemayel's continued service to the Company.

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(4) Restricted Stock Units convert into common stock on a one-for-one basis.

(5) Subject to certain criteria, 100% of the restricted stock units shall vest on the first anniversary of the grant date.

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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