

WHEELER CRAIG A  
Form 4  
November 13, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WHEELER CRAIG A

(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)  
11/08/2018

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)  
President & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/08/2018                              |                                                             | M <sup>(1)</sup>                     | 5,782 A                                                                 | (2) 186,736                                                                                                        | (3) D                                                                |                                                                   |
| Common<br>Stock                       | 11/08/2018                              |                                                             | S <sup>(4)</sup>                     | 2,602 D                                                                 | \$ 14.09<br>(5)                                                                                                    | 184,134 D                                                            |                                                                   |
| Common<br>Stock                       | 11/12/2018                              |                                                             | S <sup>(6)</sup>                     | 1,772 D                                                                 | \$ 12.63<br>(7)                                                                                                    | 182,362 D                                                            |                                                                   |

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|                 |                        |   |                                                |
|-----------------|------------------------|---|------------------------------------------------|
| Common<br>Stock | 364,402 <sup>(8)</sup> | I | Craig<br>Wheeler<br>Revocable<br>Trust         |
| Common<br>Stock | 36,725                 | I | Craig A<br>Wheeler<br>2016<br>Annuity<br>Trust |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst         |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (2)                                                                   | 11/08/2018                              |                                                             | M(1)                                    | 5,782                                                                                                           | (9)                                                            | (9)                | Common<br>Stock                                                     | 5,782                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                    |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer            | Other |
| WHEELER CRAIG A<br>C/O MOMENTA PHARMACEUTICALS, INC.<br>301 BINNEY STREET<br>CAMBRIDGE, MA 02142 | X             |           | President<br>& CEO |       |

## Signatures

/s/ Alejandra Carvajal as attorney  
in fact

11/13/2018

\_\_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) Shares received pursuant to settlement of Restricted Stock Units that were granted on February 7, 2017.
- (2) Restricted Stock Units convert into common stock on a one-for-one basis.
- (3) Reflects a decrease of 2,406 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on November 8, 2018.
- (4) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person August 7, 2017.  
This transaction was executed in multiple trades at prices ranging from \$13.65 to \$14.20. 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 sold at each separate price within the ranges set forth in this footnote.
- (5) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person June 13, 2016.  
This transaction was executed in multiple trades at prices ranging from \$12.42 to \$13.15. 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 sold at each separate price within the ranges set forth in this footnote.
- (6) Reflects the transfer of 2,406 shares of MNTA common stock on November 8, 2018 to the Craig Wheeler Revocable Trust that were previously held directly by Mr. Wheeler.
- (7) Subject to the officer's continued employment with the company, the restricted stock units will vest with respect to 25% of the shares on the first anniversary of the grant date, and the remainder will vest in equal quarterly installments over the subsequent three years.
- (8)
- (9)

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.