

WHEELER CRAIG A
Form 4
September 05, 2017

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 *
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)
08/31/2017

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. 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/31/2017		M ⁽¹⁾		2,300	A	\$ 7.41
Common Stock	08/31/2017		S ⁽¹⁾		2,300	D	\$ 17
Common Stock	08/31/2017		S ⁽¹⁾		3,450	D	\$ 17
							293,088 ⁽³⁾

Craig Wheeler Revocable Trust

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Common Stock	09/01/2017		<u>M</u> ⁽¹⁾	14,167	A	\$ 7.41	274,621	D	
Common Stock	09/01/2017		<u>S</u> ⁽¹⁾	14,167	D	\$ 17 (4)	260,454	D	
Common Stock	09/01/2017		<u>S</u> ⁽¹⁾	450	D	\$ 17	292,638	I	Craig Wheeler Revocable Trust

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 7.41	08/31/2017		<u>M</u> ⁽¹⁾	2,300	05/22/2008 02/22/2018	Common Stock	2,300	
Stock Option (Right to Buy)	\$ 7.41	09/01/2017		<u>M</u> ⁽¹⁾	14,167	05/22/2008 02/22/2018	Common Stock	14,167	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHEELER CRAIG A C/O MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142	X		President	

Signatures

/s/ Marie T. Washburn as attorney
in fact

09/05/2017

__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 1, 2016.
- (2) Reflects a decrease of 6,719 shares of MNTA common stock transferred to the Craig Wheeler Revocable Trust on August 29, 2017.
- (3) Reflects the transfer of 6,719 shares of MNTA common stock on August 29, 2017 to the Craig Wheeler Revocable Trust that were previously held directly by Mr. Wheeler.

This transaction was executed in multiple trades at prices ranging from \$17.00 to \$17.025. 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.

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.