Edgar Filing: CLARKE JOHN K - Form 4/A

CLARKE JOHN K

| Form 4/A July 17, 2007 | | | | | | | | |
|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------|--|
| | | | | | | | PPROVAL | |
| U | NITED STATES | | ES AND EXC ton, D.C. 205 | | COMMISSION | N OMB Number: | 3235-0287 | |
| Section 16. Form 4 or Form 5 | F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, | | | | Estimated burden hou | Expires:January 31, 2005Estimated average burden hours per response0.5 | | |
| abligations | ction $17(a)$ of the | | Holding Com | pany Act | of 1935 or Section | on | | |
| (Print or Type Responses |) | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> CLARKE JOHN K | | 2. Issuer Name and Ticker or Trading Symbol MOMENTA PHARMACEUTICALS INC | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First C/O CARDINAL P. NASSAU STREET | , , , , , | [MNTA] 3. Date of Earlie (Month/Day/Ye 06/13/2007 | | | X_ Director Officer (giv below) | | % Owner ner (specify | |
| (Stree PRINCETON, NJ 0 | | 4. If Amendment, Date Original Filed(Month/Day/Year) 06/15/2007 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State | e) (Zip) | Table I - N | on-Derivative S | Securities A | cquired, Disposed (| of, or Beneficia | lly Owned | |
| | ction Date 2A. Deen bay/Year) Execution any (Month/D | ed 3. Date, if Transa Code ay/Year) (Instr. | 4. Securitie actionAcquired (Disposed o 8) (Instr. 3, 4 | es A) or of (D) | 5. Amount of Securities Beneficially Owned | 6. Ownership | 7. Nature of Indirect | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date (Month/Day/Year) | | 7. Title and Amount o Underlying Securities (Instr. 3 and 4) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------|--------------------------------------------------------------------|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Stock Option (Right to buy) (1) | \$ 11.91 | 06/13/2007 | | А | 19,200 | 09/13/2007 <u>(2)</u> | 06/13/2017 | Common Stock | 19,200 |

Reporting Owners

| Reporting Owner Name / Addre | ddress Relationships | | | | | | |
|-----------------------------------------------------------------------------------|----------------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| CLARKE JOHN K C/O CARDINAL PARTNER 221 NASSAU STREET PRINCETON, NJ 08542 | as _X | | | | | | |
| Signatures | | | | | | | |
| /s/ John K. Clarke | 06/25/2007 | | | | | | |
| <u>**</u> 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 Amendment is being filed to correct the description of the vesting schedule set forth in footnote 1 of the Form 4 filed by the reporting person on June 15, 2007.

On June 15, 2007, the reporting person mistakenly filed a Form 4 reporting the vesting schedule of the option granted, such that the(2) shares subject to such option would vest as of the first anniversary of the date of grant. Subject to certain criteria, the shares subject to such option vest in four equal quarterly installments following the date of grant.

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.