

Manning Anthony M.  
Form 3  
October 11, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Manning Anthony M.		(Month/Day/Year)	MOMENTA PHARMACEUTICALS INC [MNTA]	
(Last)	(First)	(Middle)	10/05/2018	
301 BINNEY ST, 5TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CAMBRIDGE, MA 02142			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Scientific Officer	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	62,406	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	02/19/2023	Common Stock	28,437	\$ 12.58	D	Â
Stock Options (right to buy)	Â (2)	02/18/2024	Common Stock	21,614	\$ 17.96	D	Â
Stock Options (right to buy)	Â (3)	02/18/2025	Common Stock	22,172	\$ 13.02	D	Â
Stock Options (right to buy)	Â (4)	02/09/2026	Common Stock	12,000	\$ 10.83	D	Â
Stock Options (right to buy)	Â (5)	02/07/2027	Common Stock	24,000	\$ 18.85	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	7,500	\$ (8)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	50,000	\$ (8)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manning Anthony M. 301 BINNEY ST, 5TH FLOOR CAMBRIDGE, MA 02142	Â	Â	Â Chief Scientific Officer	Â

## Signatures

/s/ R. Mark Chamberlin as attorney  
in fact

10/11/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Subject to the officer's continued service with the company, the stock options will vest with respect to 25% of the shares on the first anniversary of February 19, 2013, and the remainder will vest in equal quarterly installments over the subsequent three years.
- (2) Subject to the officer's continued service with the company, the stock options granted on February 18, 2014 will vest in equal quarterly installments over the four year vesting period.
- (3) Subject to the officer's continued service with the company, the stock options granted on February 18, 2015 will vest in equal quarterly installments over the four year vesting period.
- (4) Subject to the officer's continued service with the company, the stock options will vest with respect to 25% of the shares on the first anniversary of February 9, 2016, and the remainder will vest in equal quarterly installments over the subsequent three years.
- (5) Subject to the officer's continued service with the company, the stock options will vest with respect to 25% of the shares on the first anniversary of February 7, 2017, and the remainder will vest in equal quarterly installments over the subsequent three years.
- (6) Subject to the officer's continued service with the company, the restricted stock units will vest with respect to 25% of the shares on the first anniversary of February 7, 2017, and the remainder will vest in equal quarterly installments over the subsequent three years.

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- (7) Subject to the officer's continued service with the company, the restricted stock units will vest with respect to 50% of the shares on the first anniversary of February 12, 2018, and the remaining 50% will vest on the second anniversary of the grant date.
- (8) Each Restricted Stock Unit represents a contingent right to receive one share of MNTA common stock.

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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