

MOMENTA PHARMACEUTICALS INC
 Form 4
 June 29, 2005

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 *
 POLARIS VENTURE
 MANAGEMENT CO III LLC

(Last) (First) (Middle)

1000 WINTER STREET, SUITE
 3350

(Street)

WALTHAM, MA 02451-1215

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MOMENTA
 PHARMACEUTICALS INC
 [MNTA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/27/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/27/2005		J ⁽¹⁾		2,879,734	D	③	1,743,132	I ⁽⁴⁾	by Polaris Venture Partners III, L.P.
Common Stock	06/27/2005		J ⁽²⁾		74,840	D	③	45,301	I ⁽⁴⁾	by Polaris Venture Partners Entrepreneurs' Fund III, L.P.
	06/27/2005		J ⁽⁵⁾		45,426	D	③	27,497	I ⁽⁴⁾	

Common
Stock

by Polaris
Venture
Partners
Founders'
Fund III, L.P.

Common Stock	06/27/2005	J ⁽⁵⁾	450	A	③	1,816,380	D ⁽⁴⁾
Common Stock	06/27/2005	J ⁽⁵⁾	365 ⁽⁶⁾	A	③	1,816,745	D ⁽⁴⁾
Common Stock	06/27/2005	J ⁽²⁾	369 ⁽⁷⁾	A	③	1,816,749	D ⁽⁴⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POLARIS VENTURE MANAGEMENT CO III LLC
1000 WINTER STREET
SUITE 3350
WALTHAM, MA 02451-1215

X

POLARIS VENTURE PARTNERS III LP
1000 WINTER STREET
SUITE 3350

X

WALTHAM, MA 02451-1215

POLARIS VENTURE PARTNERS FOUNDERS FUND III LP
 1000 WINTER STREET
 SUITE 3350 X
 WALTHAM, MA 02451-1215

POLARIS VENTURE PARTNERS ENTREPRENEURS FUND III LP
 1000 WINTER STREET
 SUITE 3350 X
 WALTHAM, MA 02451-1215

Arnold Stephen D
 1000 WINTER STREET
 SUITE 3350 X
 WALTHAM, MA 02451-1215

Flint Jonathan A
 1000 WINTER STREET
 SUITE 3350 X
 WALTHAM, MA 02451-1215

MCGUIRE TERRANCE
 1000 WINTER STREET
 SUITE 3350 X
 WALTHAM, MA 02451-1215

SPOON ALAN G
 1000 WINTER STREET
 SUITE 3350 X
 WALTHAM, MA 02451-1215

Signatures

/s/ Kevin Littlejohn, Authorized Signatory 06/29/2005

 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) Pro-rata distribution in kind without consideration to the general and limited partners of Polaris Venture Partners III, L.P. , a partnership ("PVP III") of which the Designated Filer, Polaris Venture Management Co. III, L.L.C. ("PVM III"), is the general partner. PVM III disclaims beneficial ownership of shares held by PVP III except to the extent of any pecuniary interest therein.
- (2) Pro-rata distribution in kind without consideration to the general and limited partners of Polaris Venture Partners Entrepreneurs' Fund III, L.P., a partnership ("PVPEF III") of which the Designated Filer, PVM III, is the general partner. PVM III disclaims beneficial ownership of shares held by PVPEF III except to the extent of any pecuniary interest therein.
- (3) N/A
- (4) Jonathan A. Flint, Terrance G. McGuire, Alan G. Spoon and Stephen D. Arnold, the managing members of the Designated Filer, PVM III, may be deemed to share voting and dispositive power over shares held by PVM III. Such persons disclaim beneficial ownership of shares held by PVM III except to the extent of any indirect pecuniary interest therein.
- (5) Pro-rata distribution in kind without consideration to the general and limited partners of Polaris Venture Partners Founders' Fund III, L.P., a partnership ("PVPPF III") of which PVM III is the general partner. PVM III disclaims beneficial ownership of shares held by PVPPF III except to the extent of any pecuniary interest therein.

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(6) These shares are owned directly by Stephen D. Arnold.

(7) These shares are owned directly by Jonathan A. Flint.

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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