

BELTRAMELLO JO ANN
 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 * Â BELTRAMELLO JO ANN (Last) (First) (Middle) 301 BINNEY ST, 5TH FLOOR (Street) CAMBRIDGE,Â MAÂ 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/05/2018	3. Issuer Name and Ticker or Trading Symbol MOMENTA PHARMACEUTICALS INC [MNTA]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief HR and Inf. Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	135,038	D	Â

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)	02/25/2019	Common Stock	8,377	\$ 10.43	D	Â
Stock Options (right to buy)	Â (2)	02/18/2020	Common Stock	14,781	\$ 15.37	D	Â
Stock Options (right to buy)	Â (3)	02/22/2021	Common Stock	25,495	\$ 13.26	D	Â
Stock Options (right to buy)	Â (4)	02/14/2022	Common Stock	26,183	\$ 15.44	D	Â
Stock Options (right to buy)	Â (5)	02/19/2023	Common Stock	30,800	\$ 12.58	D	Â
Stock Options (right to buy)	Â (6)	02/18/2024	Common Stock	40,504	\$ 17.96	D	Â
Stock Options (right to buy)	Â (7)	02/18/2025	Common Stock	43,384	\$ 13.02	D	Â
Stock Options (right to buy)	Â (8)	02/09/2026	Common Stock	37,800	\$ 10.83	D	Â
Stock Options (right to buy)	Â (9)	02/07/2027	Common Stock	43,050	\$ 18.85	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	13,453	\$ (12)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	55,000	\$ (12)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELTRAMELLO JO ANN 301 BINNEY ST, 5TH FLOOR CAMBRIDGE, MA 02142	Â	Â	Â Chief HR and Inf. 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 granted on February 25, 2009 will vest in equal quarterly installments over the four year vesting period.

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- (2) Subject to the officer's continued service with the company, the stock options granted on February 18, 2010 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 22, 2011 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 granted on February 14, 2012 will vest in equal quarterly installments over the four year vesting period.
- (5) Subject to the officer's continued service with the company, the stock options granted on February 19, 2013 will vest in equal quarterly installments over the four year vesting period.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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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