ALNYLAM PHARMACEUTICALS, INC.

Form 4

Stock

December 04, 2013

FORM	ЛЛ								OMB AI	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check this box if no longer CTA THEN TENT OF CHANGES IN DENIET CH										January 31,	
subject Section	subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: 2005 Estimated average burden hours per response 0.5		
Form 5 obligati may con See Inst	ions ntinue. Section 17(a) of the P	ublic U	tility Hol	ding Co	mpar	_	Act of 1934, 1935 or Section	·		
(Print or Type	e Responses)										
1. Name and Address of Reporting Person * 2. Issue Mason Michael Symbol ALNY			er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
PHAF				MACEUT	ΓICALS,	INC		(Check all applicable)			
(Last)	(Last) (First) (Middle) 3. Date of				ransaction	l		Director 10% Owner X Officer (give title Other (specify below)			
300 3RD STREET (Month/I 12/02/2				Day/Year) 2013				VP, Finance and Treasurer			
Filed(Mo				nendment, Date Original (onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	OGE, MA 02142						:	Person	or e unu r on e r u	porung	
(City)	(State)	(Zip)		ole I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V		(D)	Price	(mstr. 5 and 1)			
Stock	12/02/2013			M <u>(1)</u>	3,750	A	\$ 7.1	11,597	D		
Common Stock	12/02/2013			S <u>(1)</u>	1,905	D	\$ 61.5523 (2)	9,692	D		
Common Stock	12/02/2013			S <u>(1)</u>	1,845	D	\$ 62.1168 (3)	7,847	D		
Common								1,906	I	by Managad	

Managed

Account (4)

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.

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.1	12/02/2013		M <u>(1)</u>	3,750	<u>(5)</u>	11/30/2021	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mason Michael 300 3RD STREET

VP, Finance and Treasurer

CAMBRIDGE, MA 02142

Signatures

/s/ Michael P.

Mason 12/04/2013

**Signature of Person Date

Reporting Person

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)

Reporting Owners 2

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The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.

- (2) Sale prices ranged from \$60.89 to \$61.85.
- (3) Sale prices ranged from \$61.90 to \$62.49.
- (4) The reporting person owns 1,906 shares of ALNY common stock under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (5) The stock option vests as to 25% of the shares on the 1st anniversary of the stock option grant date and as to an additional 6.25% of the shares each successive three month period thereafter.

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.