

ALNYLAM PHARMACEUTICALS, INC.

Form 4

May 16, 2014

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 *
MARAGANORE JOHN

(Last) (First) (Middle)

C/O ALNYLAM
PHARMACEUTICALS, INC., 300
THIRD STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALNYLAM
PHARMACEUTICALS, INC.
[ALNY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/14/2014		M ⁽¹⁾		56,834	A	\$ 6.78
							163,154
Common Stock	05/14/2014		S ⁽¹⁾		37,334	D	\$ 57.2036
							125,820
Common Stock	05/14/2014		S ⁽¹⁾		19,500	D	\$ 57.6449
							106,320

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Common Stock	05/15/2014		<u>M⁽¹⁾</u>	34,170	A	\$ 6.78	140,490	D	
Common Stock	05/15/2014		<u>M⁽¹⁾</u>	22,664	A	\$ 7.47	163,154	D	
Common Stock	05/15/2014		<u>S⁽¹⁾</u>	53,908	D	\$ <u>56.0638</u> ⁽⁴⁾	109,246	D	
Common Stock	05/15/2014		<u>S⁽¹⁾</u>	2,926	D	\$ <u>56.7121</u> ⁽⁵⁾	106,320	D	
Common Stock							2,654	I	By Managed Account <u>(6)</u>

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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.78	05/14/2014		<u>M⁽¹⁾</u>		56,834		<u>(7)</u>	12/07/2014	Common Stock	56,834
Stock Option (Right to Buy)	\$ 6.78	05/15/2014		<u>M⁽¹⁾</u>		34,170		<u>(7)</u>	12/07/2014	Common Stock	34,170
Stock Option (Right to Buy)	\$ 7.47	05/15/2014		<u>M⁽¹⁾</u>		22,664		10/12/2005	12/21/2014	Common Stock	22,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARAGANORE JOHN C/O ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET CAMBRIDGE, MA 02142	X		Chief Executive Officer	

Signatures

/s/ Michael P. Mason, Attorney-in-Fact for John M.
Maraganore

05/16/2014

__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) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 19, 2014. The options exercised and sold by the reporting person were due to expire on either December 7, 2014 or December 21, 2014.
- (2) Sale prices ranged from from \$56.47 to \$57.46.
- (3) Sale prices ranged from from \$57.47 to \$58.30.
- (4) Sale prices ranged from from \$55.59 to \$56.57.
- (5) Sale prices ranged from from \$56.59 to \$56.93.
- (6) The reporting person owns 2,654 shares of ALNY common stock under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (7) The stock option vested as to 25% of the shares on the first anniversary of the date of the stock option grant 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.

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