

ALNYLAM PHARMACEUTICALS, INC.

Form 4

May 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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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SEC 1474
(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)				
				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

