

ALNYLAM PHARMACEUTICALS, INC.

Form 4

May 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
CLARKE JOHN K

(Last) (First) (Middle)

C/O CARDINAL HEALTH PARTNERS, 230 NASSAU STREET

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2014

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)

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 | 05/21/2014 | | M ⁽¹⁾ | | 10,000 | A | \$ 7.08 |
| Common Stock | 05/21/2014 | | M ⁽¹⁾ | | 10,000 | A | \$ 14.74 |
| Common Stock | 05/21/2014 | | M ⁽¹⁾ | | 15,000 | A | \$ 15.91 |
| Common Stock | 05/21/2014 | | S ⁽¹⁾ | | 22,792 | D | \$ 52.954 ⁽²⁾ |
| | | | | | | | 12,208 |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|-----------------------------|-------|---|--|
| Common Stock | 05/21/2014 | <u>S</u> ⁽¹⁾ | 2,500 | D | \$ <u>(3)</u> 54.2142 | 9,708 | D | |
| Common Stock | 05/21/2014 | <u>S</u> ⁽¹⁾ | 6,908 | D | \$ <u>(4)</u> 55.4684 | 2,800 | D | |
| Common Stock | 05/21/2014 | <u>S</u> ⁽¹⁾ | 2,800 | D | \$ <u>(5)</u> 56.1929 | 0 | D | |
| Common Stock | | | | | | 8,891 | 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) | \$ 7.08 | 05/21/2014 | | <u>M</u> ⁽¹⁾ | 10,000 | 06/08/2006 | 06/08/2015 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 14.74 | 05/21/2014 | | <u>M</u> ⁽¹⁾ | 10,000 | 06/01/2007 | 06/01/2016 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 15.91 | 05/21/2014 | | <u>M</u> ⁽¹⁾ | 15,000 | 06/01/2008 | 06/01/2017 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARKE JOHN K C/O CARDINAL HEALTH PARTNERS 230 NASSAU STREET PRINCETON, NJ 08542 | X | | | |

Signatures

/s/ Michael P. Mason, Attorney-in-Fact for John K. Clarke

05/23/2014

__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.
- (2) Sale prices ranged from from \$52.50 to \$53.48.
- (3) Sale prices ranged from from \$53.87 to \$54.50.
- (4) Sale prices ranged from from \$54.94 to \$55.92.
- (5) Sale prices ranged from from \$55.94 to \$56.62.

These shares are owned by CHP II, L.P. The reporting person is the Managing General Partner of CHP II Management LLC, the General

- (6) Partner of CHP II L.P. The reporting person may be deemed to beneficially own the shares held by CHP II, L.P. although he disclaims beneficial ownership except to the extent of his proportionate pecuniary interest therein.

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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