

ALNYLAM PHARMACEUTICALS, INC.

Form 4

September 26, 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 *
STARR KEVIN P

(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)
09/24/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/24/2014		M ⁽¹⁾		20,000	A	\$ 7.08
Common Stock	09/24/2014		M ⁽¹⁾		10,000	A	\$ 14.74
Common Stock	09/24/2014		M ⁽¹⁾		15,000	A	\$ 15.91
Common Stock	09/24/2014		S ⁽¹⁾		3,700	D	\$ 77.4772
					41,300	D	

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Common Stock	09/24/2014	<u>S</u> ⁽¹⁾	12,375	D	<u>(2)</u> \$ 78.6823	28,925	D
Common Stock	09/24/2014	<u>S</u> ⁽¹⁾	28,925	D	<u>(3)</u> \$ 79.4537	0	D
Common Stock	09/25/2014	<u>M</u> ⁽¹⁾	10,000	A	\$ 14.74	10,000	D
Common Stock	09/25/2014	<u>M</u> ⁽¹⁾	10,000	A	\$ 15.91	20,000	D
Common Stock	09/25/2014	<u>M</u> ⁽¹⁾	25,000	A	\$ 27.28	45,000	D
Common Stock	09/25/2014	<u>S</u> ⁽¹⁾	7,399	D	<u>(4)</u> \$ 76.358	37,601	D
Common Stock	09/25/2014	<u>S</u> ⁽¹⁾	34,201	D	<u>(5)</u> \$ 77.1313	3,400	D
Common Stock	09/25/2014	<u>S</u> ⁽¹⁾	2,500	D	<u>(6)</u> \$ 78.3012	900	D
Common Stock	09/25/2014	<u>S</u> ⁽¹⁾	900	D	<u>(7)</u> \$ 79.0975	0	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 7.08	09/24/2014		<u>M</u> ⁽¹⁾	20,000	06/08/2006	06/08/2015		20,000

Stock Option (Right to Buy)	Price	Date	Code	Quantity	Start Date	End Date	Common Stock	Quantity
Stock Option (Right to Buy)	\$ 14.74	09/24/2014	<u>M(1)</u>	10,000	06/01/2007	06/01/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 15.91	09/24/2014	<u>M(1)</u>	15,000	06/01/2008	06/01/2017	Common Stock	15,000
Stock Option (Right to Buy)	\$ 14.74	09/25/2014	<u>M(1)</u>	10,000	06/01/2007	06/01/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 15.91	09/25/2014	<u>M(1)</u>	10,000	06/01/2008	06/01/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 27.28	09/25/2014	<u>M(1)</u>	25,000	06/03/2009	06/02/2018	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARR KEVIN P C/O ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET CAMBRIDGE, MA 02142	X			

Signatures

/s/ Michael P. Mason, As Attorney-in-Fact for Kevin P. Starr
 09/26/2014
 **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 March 13, 2014.
- (2) Sale prices ranged from \$76.97 to \$77.93.
- (3) Sale prices ranged from \$77.99 to \$78.9875.

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- (4) Sale prices ranged from \$78.99 to \$79.88.
- (5) Sale prices ranged from \$75.70 to \$76.68.
- (6) Sale prices ranged from \$76.70 to \$77.65.
- (7) Sale prices ranged from \$77.85 to \$78.76.
- (8) Sale prices ranged from \$78.88 to \$79.34.

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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