

ALNYLAM PHARMACEUTICALS, INC.

Form 4

January 03, 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 *
SHARP PHILIP A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2014

300 THIRD STREET
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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	07/02/2013		J ⁽¹⁾	V 27,325 A \$ 0 41,594		D	
Common Stock	07/02/2013		J ⁽²⁾	V 11,512 A \$ 0 53,106		D	
Common Stock	07/02/2013		J ⁽¹⁾	V 27,325 D \$ 0 225,305		I	by Trust
Common Stock	07/02/2013		J ⁽²⁾	V 11,512 D \$ 0 213,793		I	by Trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 63.86	01/02/2014		A ⁽⁴⁾	3,670	⁽⁵⁾ 01/02/2024	Common Stock	3,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP PHILIP A 300 THIRD STREET CAMBRIDGE, MA 02142		X		

Signatures

By: /s/ Michael P. Mason, Attorney-in-Fact For: Phillip A. Sharp 01/03/2014

__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 27,325 shares were previously reported as indirectly owned in the "Phillip A. Sharp 2009 Grantor Annuity Trust No. 3". The shares were re-registered to Phillip A. Sharp.
- (2) The 11,512 shares were previously reported as indirectly owned in the "Phillip A. Sharp 2010 Grantor Annuity Trust No. 6". The shares were re-registered to Phillip A. Sharp.
- (3) The 213,793 shares reported as indirectly owned by trust are (i) 119,905 shares in the Phillip A. Sharp 2009 Grantor Annuity Trust No.3 and (ii) 93,888 shares in the Phillip A. Sharp 2010 Grantor Annuity Trust No.6.

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- (4) The reporting person elected to receive stock options, in lieu of cash, as compensation for 2014 Board service.
- (5) The stock option vests as to 25% on 3/31/2014 and as to an additional 25% of the shares granted at the end of each subsequent quarter.

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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