

ALNYLAM PHARMACEUTICALS, INC.

Form 4

July 21, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARAGANORE JOHN

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)
CEO

(Last) (First) (Middle)
300 THIRD STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2016

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)
Common Stock	07/19/2016		M ⁽¹⁾	15,076 A	\$ 22.75 148,465	D	
Common Stock	07/19/2016		S ⁽¹⁾	13,571 D	\$ 63.727 ⁽²⁾ 134,894	D	
Common Stock	07/19/2016		S ⁽¹⁾	1,505 D	\$ 64.5576 ⁽³⁾ 133,389	D	
Common Stock	07/20/2016		M ⁽¹⁾	15,075 A	\$ 22.75 148,464	D	
	07/20/2016		S ⁽¹⁾	600 D	147,864	D	

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Common Stock					\$ 64.2917 (4)			
Common Stock	07/20/2016		S(1)	12,057	D	\$ 65.5578 (5)	135,807	D
Common Stock	07/20/2016		S(1)	2,418	D	\$ 65.9993 (6)	133,389	D
Common Stock							2,801	I
								by Managed Account (7)

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 22.75	07/19/2016		M(1)	15,076	(8) 12/14/2016	Common Stock	15,076
Stock Option (right to buy)	\$ 22.75	07/20/2016		M(1)	15,075	(8) 12/14/2016	Common Stock	15,075

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MARAGANORE JOHN
300 THIRD STREET
CAMBRIDGE, MA 02142

X

CEO

Signatures

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

07/21/2016

__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) All sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2015. The 30,151 options exercised and sold by the reporting person were due to expire on December 14, 2016.
- (2) Sale prices ranged from \$63.28 to \$64.27.
- (3) Sale prices ranged from \$64.29 to \$65.04.
- (4) Sale prices ranged from \$63.82 to \$64.76.
- (5) Sale prices ranged from \$64.89 to \$65.87.
- (6) Sale prices ranged from \$65.89 to \$66.20.
- (7) The reporting person owns 2,801 shares of ALNY common stock under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (8) The stock option vests as to 25% of the shares on the 1st 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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