

ALNYLAM PHARMACEUTICALS, INC.

Form 4

September 17, 2014

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vaishnav Akshay

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  
\_\_\_\_X\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)

EVP, Chief Medical Officer

300 THIRD STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2014

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

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

CAMBRIDGE, MA 02139

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 09/16/2014                           |                                                    | <u>M</u> <sup>(1)</sup>        |                                                                   | 1,875  | A          | \$ 9.14                                                                                       | 1,875                                                    | D                                                     |
| Common Stock                    | 09/16/2014                           |                                                    | <u>M</u> <sup>(1)</sup>        |                                                                   | 6,250  | A          | \$ 9.3                                                                                        | 8,125                                                    | D                                                     |
| Common Stock                    | 09/16/2014                           |                                                    | <u>M</u> <sup>(1)</sup>        |                                                                   | 2,500  | A          | \$ 7.1                                                                                        | 10,625                                                   | D                                                     |
| Common Stock                    | 09/16/2014                           |                                                    | <u>S</u> <sup>(1)</sup>        |                                                                   | 3,200  | D          | \$ 71.3359<br><u>(2)</u>                                                                      | 7,425                                                    | D                                                     |
|                                 | 09/16/2014                           |                                                    | <u>S</u> <sup>(1)</sup>        |                                                                   | 6,625  | D          |                                                                                               | 800                                                      | D                                                     |

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|                 |            |  |      |     |                      |                      |    |  |                                      |
|-----------------|------------|--|------|-----|----------------------|----------------------|----|--|--------------------------------------|
| Common<br>Stock |            |  |      |     | \$<br>72.2666<br>(3) |                      |    |  |                                      |
| Common<br>Stock | 09/16/2014 |  | S(1) | 800 | D                    | \$<br>73.0275<br>(4) | 0  |  | D                                    |
| Common<br>Stock |            |  |      |     |                      |                      | 71 |  | I<br>By<br>Managed<br>Account<br>(5) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 7.1                                                             | 09/16/2014                              |                                                             | M(1)                                 | 2,500                                                                                               | (6) 11/30/2021                                                 | Common<br>Stock                                                     | 2,500                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 9.14                                                            | 09/16/2014                              |                                                             | M(1)                                 | 1,875                                                                                               | (6) 12/08/2020                                                 | Commn<br>Stock                                                      | 1,875                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 9.3                                                             | 09/16/2014                              |                                                             | M(1)                                 | 6,250                                                                                               | (6) 06/09/2021                                                 | Common<br>Stock                                                     | 6,250                                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                    | Other |
| Vaishnaw Akshay<br>300 THIRD STREET<br>CAMBRIDGE, MA 02139 |               |           | EVP, Chief Medical Officer |       |

## Signatures

/s/ Michael P. Mason, Attorney-in-Fact for Akshay K.  
Vaishnaw

09/17/2014

\_\_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 August 15, 2013.
- (2) Sale prices ranged from \$70.73 to \$71.72.
- (3) Sale prices ranged from \$71.75 to \$72.69.
- (4) Sale prices ranged from \$72.78 to \$73.24.
- (5) The reporting person owns 71 shares of ALNY common stock under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (6) The stock option vested as to 25% of the shares on the 1st anniversary of the date of the stock option grant and vests 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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