#### ALNYLAM PHARMACEUTICALS, INC.

Form 4

January 02, 2014

## FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

response...

burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Add<br>Reid Laurence | •       | orting Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                             | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |  |
|----------------------------------|---------|-----------------|--|---|--|--|--|--|
|                                  |         |                 | ALNYLAM<br>PHARMACEUTICALS, INC.<br>[ALNY]                                     | (Check all applicable) Director 10% Owner   |  |  |  |  |
| (Last) (First 300 THIRD STREE    | (First) | (Middle)        | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>12/30/2013              | _X_ Officer (give title Other (specibelow)  SVP, Chief Business Officer                           |  |  |  |  |
| (Street)                         |         |                 | 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 |  |  |  |  |
| CAMBRIDGE, MA 02142              |         |                 |  | Form filed by More than One Reporting Person  |  |  |  |  |
| (City)                           | (State) | (Zip)           | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own |   |  |  |  |  |

| (City)                               | (State)                                 | <sup>(Zip)</sup> Tabl   | e I - Non-D | <b>Derivative</b> | Secur           | rities Acq   | uired, Disposed o  | f, or Beneficial                                      | ly Owned                                |
|--------------------------------------|---|---|-------------|-------------------|-----------------|--|--|---|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or |             |                   | ed of (D)<br>5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |
| Common<br>Stock                      | 12/30/2013                              |   | Code V M    | Amount 3,752      | (D)             | Price \$ 15.99   | 15,433   | D   |   |
| Common<br>Stock                      | 12/30/2013                              |   | F           | 930               | D               | \$<br>64.51  | 14,503   | D   |   |
| Common<br>Stock                      |   |   |             |                   |                 |  | 1,683  | I   | by<br>Managed<br>Account <sup>(1)</sup> |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |             | erivative Expiration Date (Month/Day/Year) irred or osed of |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |  |
|---|---|---|---|--|---|-------------|---|--------------------|---|--|--|
|   |   |   |   | Code V                                 | (A) (D  | <b>D</b> )) | Date<br>Exercisable   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.99  | 12/30/2013                              |   | M                                      | 3,7   | 52          | <u>(2)</u>  | 06/11/2020         | Common<br>Stock   | 3,752                                  |  |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reid Laurence 300 THIRD STREET CAMBRIDGE, MA 02142

SVP, Chief Business Officer

## **Signatures**

/s/ Michael P. Mason, Attorney-in-Fact for Laurence Reid

01/02/2014

\*\*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 reporting person owns 1,683 shares of ALNY common stock under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2