ALNYLAM PHARMACEUTICALS, INC.
Form 4
July 21, 2016

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARAGANORE JOHN

(Last) (First) (Middle)

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)
07/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
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	

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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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 D S (
				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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