

ALNYLAM PHARMACEUTICALS, INC.

Form 4

September 26, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STARR KEVIN P

(Last) (First) (Middle)

C/O ALNYLAM
PHARMACEUTICALS, INC., 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)
09/24/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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	09/24/2014		M ⁽¹⁾		20,000	A	\$ 7.08	20,000	D
Common Stock	09/24/2014		M ⁽¹⁾		10,000	A	\$ 14.74	30,000	D
Common Stock	09/24/2014		M ⁽¹⁾		15,000	A	\$ 15.91	45,000	D
Common Stock	09/24/2014		S ⁽¹⁾		3,700	D	\$ 77.4772	41,300	D

Edgar Filing: ALNYLAM PHARMACEUTICALS, INC. - Form 4

					(2)		
					\$		
Common Stock	09/24/2014	S ⁽¹⁾	12,375	D	78.6823	28,925	D
					(3)		
					\$		
Common Stock	09/24/2014	S ⁽¹⁾	28,925	D	79.4537	0	D
					(4)		
Common Stock	09/25/2014	M ⁽¹⁾	10,000	A	\$ 14.74	10,000	D
Common Stock	09/25/2014	M ⁽¹⁾	10,000	A	\$ 15.91	20,000	D
Common Stock	09/25/2014	M ⁽¹⁾	25,000	A	\$ 27.28	45,000	D
Common Stock	09/25/2014	S ⁽¹⁾	7,399	D	\$ 76.358	37,601	D
					(5)		
Common Stock	09/25/2014	S ⁽¹⁾	34,201	D	77.1313	3,400	D
					(6)		
Common Stock	09/25/2014	S ⁽¹⁾	2,500	D	\$ 78.3012	900	D
					(7)		
Common Stock	09/25/2014	S ⁽¹⁾	900	D	\$ 79.0975	0	D
					(8)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
						Date Exercisable	Amount or Number of Shares
	\$ 7.08	09/24/2014		M ⁽¹⁾	20,000	06/08/2006	20,000
						Expiration Date	
						Title	

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 14.74	09/24/2014	<u>M</u> ⁽¹⁾	10,000	06/01/2007	06/01/2016	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 15.91	09/24/2014	<u>M</u> ⁽¹⁾	15,000	06/01/2008	06/01/2017	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 14.74	09/25/2014	<u>M</u> ⁽¹⁾	10,000	06/01/2007	06/01/2016	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 15.91	09/25/2014	<u>M</u> ⁽¹⁾	10,000	06/01/2008	06/01/2017	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 27.28	09/25/2014	<u>M</u> ⁽¹⁾	25,000	06/03/2009	06/02/2018	Common Stock	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARR KEVIN P C/O ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET CAMBRIDGE, MA 02142	X			

Signatures

/s/ Michael P. Mason, As Attorney-in-Fact for Kevin P. Starr

09/26/2014

 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 March 13, 2014.
- (2) Sale prices ranged from \$76.97 to \$77.93.
- (3) Sale prices ranged from \$77.99 to \$78.9875.

Edgar Filing: ALNYLAM PHARMACEUTICALS, INC. - Form 4

- (4) Sale prices ranged from \$78.99 to \$79.88.
- (5) Sale prices ranged from \$75.70 to \$76.68.
- (6) Sale prices ranged from \$76.70 to \$77.65.
- (7) Sale prices ranged from \$77.85 to \$78.76.
- (8) Sale prices ranged from \$78.88 to \$79.34.

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.