

ALNYLAM PHARMACEUTICALS, INC.

Form 4

August 06, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Greene Barry E

(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)
08/04/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President and COO

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	08/04/2015		M		6,621	A	\$ 13.12
Common Stock	08/04/2015		M		4,395	A	\$ 22.75
Common Stock	08/04/2015		M		3,185	A	\$ 31.39
Common Stock	08/04/2015		M		4,684	A	\$ 21.35

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Common Stock	08/04/2015	M	6,087	A	\$ 16.43	48,364	D	
Common Stock	08/04/2015	M	2,000	A	\$ 9.14	50,364	D	
Common Stock						2,611	I	By Managed Account <u>(1)</u>

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

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(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. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.12	08/04/2015		M	6,621	(2) 12/07/2015	Common Stock	6,621
Stock Option (Right to Buy)	\$ 22.75	08/04/2015		M	4,395	(2) 12/14/2016	Common Stock	4,395
Stock Option (Right to Buy)	\$ 9.14	08/04/2015		M	2,000	(2) 12/08/2020	Common Stock	2,000
Stock Option (Right to Buy)	\$ 16.43	08/04/2015		M	6,087	(2) 12/09/2019	Common Stock	6,087
Stock Option	\$ 21.35	08/04/2015		M	4,684	(2) 12/08/2018	Common Stock	4,684

(Right to
Buy)

Stock

Option
(Right to
Buy)

\$ 31.39

08/04/2015

M

3,185

(2)

12/12/2017

Common
Stock

3,185

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greene Barry E C/O ALNYLAM PHARMACEUTICALS, INC 300 THIRD STREET CAMBRIDGE, MA 02142			President and COO	

Signatures

/s/ Michael P. Mason, Attorney-in-Fact for: Barry E.
Greene

08/06/2015

__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 2,611 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 first 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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