

ALNYLAM PHARMACEUTICALS, INC.

Form 4

January 21, 2016

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARAGANORE JOHN

(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)  
01/19/2016

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)

Chief Executive Officer

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)
Common Stock	01/19/2016		M <sup>(1)</sup>	15,076	A \$ 22.75	148,465	D
Common Stock	01/19/2016		S <sup>(1)</sup>	1,838	D \$ 70.9471	146,627	D
Common Stock	01/19/2016		S <sup>(1)</sup>	800	D \$ 71.8088	145,827	D

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Common Stock	01/19/2016	<u>S<sup>(1)</sup></u>	1,281	D	\$ <u>73.0258</u> (4)	144,546	D
Common Stock	01/19/2016	<u>S<sup>(1)</sup></u>	5,112	D	\$ <u>74.1379</u> (5)	139,434	D
Common Stock	01/19/2016	<u>S<sup>(1)</sup></u>	3,400	D	\$ <u>75.0147</u> (6)	136,034	D
Common Stock	01/19/2016	<u>S<sup>(1)</sup></u>	2,245	D	\$ <u>75.9689</u> (7)	133,789	D
Common Stock	01/19/2016	<u>S<sup>(1)</sup></u>	200	D	\$ <u>76.95</u> (8)	133,589	D
Common Stock	01/19/2016	<u>S<sup>(1)</sup></u>	200	D	\$ <u>78.04</u> (9)	133,389	D
Common Stock	01/20/2016	<u>M<sup>(1)</sup></u>	15,076	A	\$ 22.75	148,465	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	1,200	D	\$ <u>66.2808</u> (10)	147,265	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	2,700	D	\$ <u>67.393</u> (11)	144,565	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	4,406	D	\$ <u>68.351</u> (12)	140,159	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	2,114	D	\$ <u>69.3962</u> (13)	138,045	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	930	D	\$ <u>70.4283</u> (14)	137,115	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	1,136	D	\$ <u>71.7854</u> (15)	135,979	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	400	D	\$ <u>72.5125</u> (16)	135,579	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	1,865	D	\$ <u>73.7677</u> (17)	133,714	D
Common Stock	01/20/2016	<u>S<sup>(1)</sup></u>	325	D	\$ <u>74.6131</u> (18)	133,389	D

Common Stock	2,750	I	By Managed Account (19)
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 22.75	01/19/2016		M <sup>(1)</sup>		15,076		<sup>(20)</sup>	12/14/2016 <sup>(1)</sup>	Common Stock	15,076
Stock Option (Right to Buy)	\$ 22.75	01/20/2016		M <sup>(1)</sup>		15,076		<sup>(20)</sup>	12/14/2016 <sup>(1)</sup>	Common Stock	15,076

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARAGANORE JOHN C/O ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET CAMBRIDGE, MA 02142	X Chief Executive Officer

## Signatures

/s/ Michael Mason, Attorney-in-Fact for: John M.  
Maraganore

01/21/2016

           \*\*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 30,152 options exercised and sold by the reporting person were due to expire on December 14, 2016.
- (2) Sale prices ranged from \$70.40 to \$71.29.
- (3) Sale prices ranged from \$71.41 to \$72.34.
- (4) Sale prices ranged from \$72.55 to \$73.31.
- (5) Sale prices ranged from \$73.60 to \$74.59.
- (6) Sale prices ranged from \$74.64 to \$75.61.
- (7) Sale prices ranged from \$75.76 to \$76.65.
- (8) Sale prices ranged from \$76.82 to \$77.08.
- (9) Sale prices ranged from \$78.01 to \$78.07.
- (10) Sale prices ranged from \$65.81 to \$66.70.
- (11) Sale prices ranged from \$66.81 to \$67.70.
- (12) Sale prices ranged from \$67.92 to \$68.90.
- (13) Sale prices ranged from \$69.00 to \$69.98.
- (14) Sale prices ranged from \$70.05 to \$70.86.
- (15) Sale prices ranged from \$71.06 to \$72.02.
- (16) Sale prices ranged from \$72.20 to \$73.08.
- (17) Sale prices ranged from \$73.38 to \$74.28.
- (18) Sale prices ranged from \$74.43 to \$74.76.
- (19) The reporting person owns 2,750 shares of ALNY common stock under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (20) The stock option vested as to 25% of the shares on the first anniversary of the grant date 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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