

ALNYLAM PHARMACEUTICALS, INC.

Form 4

May 16, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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)  
05/15/2006

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)  
President & CEO

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  | Price  |   |   |
| Common Stock                    | 05/15/2006                           |  | M                              |   | 37,500  | \$ 0.475   | A   | D |
| Common Stock                    | 05/15/2006                           |  | S <sup>(1)</sup>               |   | 3,235   | \$ 14.99   | D   | D |
| Common Stock                    | 05/15/2006                           |  | S                              |   | 12,596  | \$ 15  | D   | D |
| Common Stock                    | 05/15/2006                           |  | S                              |   | 8,703   | \$ 15.01   | D   | D |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 05/15/2006 | S | 1,741 | D | \$ 15.02 | 16,360 | D |
| Common Stock | 05/15/2006 | S | 2,615 | D | \$ 15.03 | 13,745 | D |
| Common Stock | 05/15/2006 | S | 600   | D | \$ 15.04 | 13,145 | D |
| Common Stock | 05/15/2006 | S | 2,485 | D | \$ 15.05 | 10,660 | D |
| Common Stock | 05/15/2006 | S | 3,209 | D | \$ 15.06 | 7,451  | D |
| Common Stock | 05/15/2006 | S | 2,050 | D | \$ 15.07 | 5,401  | D |
| Common Stock | 05/15/2006 | S | 1,947 | D | \$ 15.08 | 3,454  | D |
| Common Stock | 05/15/2006 | S | 200   | D | \$ 15.09 | 3,254  | D |
| Common Stock | 05/15/2006 | S | 354   | D | \$ 15.1  | 2,900  | D |
| Common Stock | 05/15/2006 | S | 700   | D | \$ 15.11 | 2,200  | D |
| Common Stock | 05/15/2006 | S | 500   | D | \$ 15.12 | 1,700  | D |
| Common Stock | 05/15/2006 | S | 200   | D | \$ 15.13 | 1,500  | D |
| Common Stock | 05/15/2006 | S | 200   | D | \$ 15.16 | 1,300  | D |
| Common Stock | 05/15/2006 | S | 300   | D | \$ 15.23 | 1,000  | D |
| Common Stock | 05/16/2006 | S | 1,000 | D | \$ 15.05 | 0      | D |

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security         |          |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|----------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
|                             |          |            | Code                                    | V (A) (D) |                  |                 |              |                            |
| Stock option (right to buy) | \$ 0.475 | 05/15/2006 | M                                       | 37,500    | 12/09/2003       | 02/25/2013      | Common Stock | 37,500                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| MARAGANORE JOHN<br>C/O ALNYLAM PHARMACEUTICALS, INC.<br>300 THIRD STREET<br>CAMBRIDGE, MA 02142 | X             |           | President & CEO |       |

## Signatures

/s/ John  
Maraganore 05/16/2006

\*\*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 March 31, 2006.
- 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.