ALNYLAM PHARMACEUTICALS, INC.
Form 4
January 03, 2014

FORM 4

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARP PHILIP A

(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)
01/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	07/02/2013		J(1)	V	27,325	A	$ 0	41,594	D	
Common Stock	07/02/2013		J(2)	V	11,512	A	$ 0	53,106	D	
Common Stock	07/02/2013		J(1)	V	27,325	D	$ 0	225,305	I	by Trust
Common Stock	07/02/2013		J(2)	V	11,512	D	$ 0	213,793	I	by Trust (3)

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 Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 63.86	01/02/2014		A(4)		3,670		(5)	01/02/2024	Common Stock	3,670	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP PHILIP A 300 THIRD STREET CAMBRIDGE, MA 02142	X			

Signatures

By: /s/ Michael P. Mason, Attorney-in-Fact For: Phillip A. Sharp	01/03/2014
**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 27,325 shares were previously reported as indirectly owned in the "Phillip A. Sharp 2009 Grantor Annuity Trust No. 3". The shares were re-registered to Phillip A. Sharp.

(2) The 11,512 shares were previously reported as indirectly owned in the "Phillip A. Sharp 2010 Grantor Annuity Trust No. 6". The shares were re-registered to Phillip A. Sharp.

(3) The 213,793 shares reported as indirectly owned by trust are (i) 119,905 shares in the Phillip A. Sharp 2009 Grantor Annuity Trust No.3 and (ii) 93,888 shares in the Phillip A. Sharp 2010 Grantor Annuity Trust No.6.

(4) The reporting person elected to receive stock options, in lieu of cash, as compensation for 2014 Board service.

(5) The stock option vests as to 25% on 3/31/2014 and as to an additional 25% of the shares granted at the end of each subsequent quarter.

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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