

STARR KEVIN P
Form 4
March 26, 2013

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 *
STARR KEVIN P

2. Issuer Name and Ticker or Trading Symbol
ALNYLAM
PHARMACEUTICALS, INC.
[ALNY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2013

C/O ALNYLAM
PHARMACEUTICALS, 300 THIRD
STREET

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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	03/25/2013		M ⁽¹⁾		26,631	A	\$ 0.95
							26,631
Common Stock	03/25/2013		S ⁽¹⁾		26,631	D	\$ 23.5649
							0
							⁽²⁾
Common Stock	03/26/2013		M ⁽¹⁾		26,000	A	\$ 0.95
							26,000
Common Stock	03/26/2013		S ⁽¹⁾		26,000	D	\$ 0
							0

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Stock 23.4068
(3)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.95	03/25/2013		M ⁽¹⁾	26,631	⁽⁴⁾ 09/24/2013	Common Stock	26,631
Stock Option (Right to Buy)	\$ 0.95	03/26/2013		M ⁽¹⁾	26,000	⁽⁴⁾ 09/24/2013	Common Stock	26,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STARR KEVIN P
C/O ALNYLAM PHARMACEUTICALS
300 THIRD STREET
CAMBRIDGE, MA 02142

X

Signatures

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

03/26/2013

**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 November 26, 2012.
- (2) Sale prices ranged from \$23.28 to \$23.88.
- (3) Sale prices ranged from \$23.13 to \$23.82.
- (4) The stock option vested as to 25% of the shares on the first year anniversary of the grant date and ratably with respect to the remaining shares on the last day of each month for the three years 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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