

Dicerna Pharmaceuticals Inc
 Form 4
 February 20, 2014

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 *
MADDEN DAVID

2. Issuer Name and Ticker or Trading Symbol
Dicerna Pharmaceuticals Inc [DRNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2013

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

C/O DICERNA PHARMACEUTICALS, INC., 480 ARSENAL STREET, BLDG 1, SUITE 120

(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

WATERTOWN, MA 02472

(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	01/24/2014		M		112,511	A	\$ 3.42
Common Stock	01/29/2014		P		7,500	A	\$ 15

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

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SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Employee Stock Option (right to buy)	\$ 3.42	01/24/2014		M		1,200	<u>(1)</u>	06/02/2019	Common Stock
Employee Stock Option (right to buy)	\$ 3.42	01/24/2014		M		1,311	<u>(2)</u>	10/14/2020	Common Stock
Employee Stock Option (right to buy)	\$ 3.42	01/24/2014		M		110,000	<u>(3)</u>	09/24/2023	Common Stock
Employee Stock Option (right to buy)	\$ 3.42	09/24/2013		A		110,000	<u>(3)</u>	09/24/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MADDEN DAVID
C/O DICERNA PHARMACEUTICALS, INC.
480 ARSENAL STREET, BLDG 1, SUITE 120
WATERTOWN, MA 02472

X

Signatures

/ s John Green

02/20/2014

**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) 25% vests after the 1 year anniversary of vesting start date of 6/2/09 and the remaining 75% vests at 1/36 per month thereafter.

(2) 25% vests after the 1 year anniversary of vesting start date of 8/5/11 and the remaining 75% vests at 1/36 per month thereafter.

(3) Vests 1/36 monthly on last day of each month with a vesting start date of 07/30/2013.

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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