

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 *
 Weissman James B

(Last) (First) (Middle)

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

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

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

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

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 Business 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/05/2013		M		833	A	\$ 3.42
Common Stock	01/27/2014		M		11,283	A	\$ 3.24
Common Stock	01/29/2014		P		1,000	A	\$ 15

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.42	01/27/2014		M	11,216	<u>(1)</u> 09/24/2023	Common Stock	11,216
Employee Stock Option (right to buy)	\$ 3.42	01/27/2014		M	67	<u>(2)</u> 04/27/2022	Common Stock	67
Employee Stock Option (right to buy)	\$ 3.42	11/11/2013		M	733	<u>(2)</u> 04/27/2022	Common Stock	733
Employee Stock Option (right to buy)	\$ 3.42	11/11/2013		M	100	<u>(3)</u> 04/27/2022	Common Stock	100
Employee Stock Option (right to buy)	\$ 3.42	09/24/2013		A	60,000	<u>(3)</u> 09/24/2023	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 3.42	09/24/2013		A	90,000	<u>(1)</u> 09/24/2023	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weissman James B C/O DICERNA PHARMACEUTICALS, INC. 480 ARSENAL STREET, BLDG 1, SUITE 120 WATERTOWN, MA 02472			Chief Business Officer	

Signatures

/ s John Green 02/17/2014

 **Signature of Date
Reporting Person

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) Vests 1/48 monthly on last day of each month with a vesting start date of 7/30/2013.
- (2) Vests 25% after the first year anniversary of the vesting start date of 01/01/2012 and the remaining 75% vests at 1/36 per month thereafter.
- (3) The vesting of this option is subject to achievement of pre-established performance goals.

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.