

Mason Michael
Form 4
January 08, 2018

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 *
Mason Michael

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
VP, Finance and Treasurer

(Last) (First) (Middle)
300 THIRD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2018

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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	01/04/2018		M ⁽¹⁾			1,388	A \$ 42.22	6,352	D
Common Stock	01/04/2018		M ⁽¹⁾			1,667	A \$ 63	8,019	D
Common Stock	01/04/2018		M ⁽¹⁾			3,600	A \$ 88.95	11,619	D
Common Stock	01/04/2018		M ⁽¹⁾			2,750	A \$ 96.45	14,369	D
Common Stock	01/04/2018		M ⁽¹⁾			2,750	A \$ 96.45	17,119	D

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Common Stock	01/04/2018		<u>M</u> ⁽¹⁾	10,000	A	\$ 97.72	27,119	D	
Common Stock	01/04/2018		<u>M</u> ⁽¹⁾	6,187	A	\$ 96.45	33,306	D	
Common Stock	01/04/2018		<u>M</u> ⁽¹⁾	3,439	A	\$ 63	36,745	D	
Common Stock	01/04/2018		<u>S</u> ⁽¹⁾	5,249	D	\$ <u>(2)</u>	130.42 31,496	D	
Common Stock	01/04/2018		<u>S</u> ⁽¹⁾	16,500	D	\$ <u>(3)</u>	131.2 14,996	D	
Common Stock	01/04/2018		<u>S</u> ⁽¹⁾	12,405	D	\$ <u>(4)</u>	132.18 2,591	D	
Common Stock	01/04/2018		<u>S</u> ⁽¹⁾	1,591	D	\$ <u>(5)</u>	132.98 1,000	D	
Common Stock	01/04/2018		<u>S</u> ⁽¹⁾	400	D	\$ <u>(6)</u>	133.83 600	D	
Common Stock	01/04/2018		<u>S</u> ⁽¹⁾	600	D	\$ <u>(7)</u>	135 0	D	
Common Stock							226	I	by Managed Account <u>(8)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Performance Stock Option 2013 (right to buy)	\$ 63	01/04/2018	<u>M</u> ⁽¹⁾	1,667	09/20/2017	12/17/2023	Common Stock	1,6
Performance Stock Option 2014 (right to buy)	\$ 96.45	01/04/2018	<u>M</u> ⁽¹⁾	2,750	02/01/2016	12/17/2024	Common Stock	2,7
Performance Stock Option 2014 (right to buy)	\$ 96.45	01/04/2018	<u>M</u> ⁽¹⁾	2,750	07/07/2017	12/17/2024	Common Stock	2,7
Stock Option (right to buy)	\$ 42.22	01/04/2018	<u>M</u> ⁽¹⁾	1,388	<u>(9)</u>	12/20/2026	Common Stock	1,3
Stock Option (right to buy)	\$ 63	01/04/2018	<u>M</u> ⁽¹⁾	3,439	<u>(9)</u>	12/18/2023	Common Stock	3,4
Stock Option (right to buy)	\$ 88.95	01/04/2018	<u>M</u> ⁽¹⁾	3,600	<u>(9)</u>	12/18/2025	Common Stock	3,6
Stock Option (right to buy)	\$ 96.45	01/04/2018	<u>M</u> ⁽¹⁾	6,187	<u>(9)</u>	12/17/2024	Common Stock	6,1
Stock Option (right to buy)	\$ 97.72	01/04/2018	<u>M</u> ⁽¹⁾	10,000	12/07/2015	12/07/2025	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mason Michael 300 THIRD STREET CAMBRIDGE, MA 02142			VP, Finance and Treasurer	

Signatures

/s/ Michael P.
Mason

01/08/2018

**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 October 2, 2017.

(2) Sale prices ranged from \$129.74 to \$130.72.

(3) Sale prices ranged from \$130.74 to \$131.73.

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- (4) Sale prices ranged from \$131.75 to \$132.71.
- (5) Sale prices ranged from \$132.75 to \$133.71.
- (6) Sale prices ranged from \$133.78 to \$134.11.
- (7) Sale prices ranged from \$134.94 to \$135.10
- (8) The reporting person owns 226 shares of ALNY common stock under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (9) The stock option vests as to 25% of the shares on the 1st anniversary of the date of the stock option grant and as to an additional 6.25% of the shares each successive three month period 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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