

Greene Barry E
Form 4
August 14, 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 *
Greene Barry E

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)
President

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2018

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. Code		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)	
			(Instr. 8)	(Instr. 8)	(A) or (D)	Amount				Price
Common Stock	07/31/2018		G	V	9,030	D	\$ 0	52,938	D	
Common Stock	01/17/2018		J ⁽¹⁾	V	17	A	\$ 0 (1)	2,827	I	by Managed Account ⁽¹⁾
Common Stock	04/16/2018		J ⁽¹⁾	V	28	A	\$ 0 (1)	2,855	I	by Managed Account ⁽¹⁾
Common Stock	07/10/2018		J ⁽¹⁾	V	29	A	\$ 0 (1)	2,884	I	by Managed

Common Stock	07/31/2018		G	V	9,030	A	\$ 0	9,030	I	Account ⁽¹⁾ by Trust ⁽²⁾
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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Based Stock Option 2013 (right to buy)	\$ 63	08/10/2018		A ⁽³⁾	15,000	08/10/2018 12/18/2023	Common Stock	15,000
Performance Based Stock Option 2014 (right to buy)	\$ 96.45	08/10/2018		A ⁽⁴⁾	15,875	08/10/2018 12/17/2024	Common Stock	15,875

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greene Barry E 300 THIRD STREET CAMBRIDGE, MA 02142			President	

Signatures

/s/ Michael P. Mason, Attorney-in-Fact for Barry E. Greene	08/14/2018
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____ 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) Reflects shares of ALNY common stock acquired by the reporting person under the ALNY 401(k) plan as a result of the ALNY 401(k) matching contribution program.
- (2) The 9,030 shares were previously reported as directly beneficially owned. On 7/31/2018, the shares were contributed to the "Barry E. Greene Qualified Annuity Interest Trust" (GRAT). Barry E. Greene is the sole trustee.

- On December 18, 2013, the reporting person was granted a performance based stock option to purchase shares of ALNY Common Stock.
- (3) One-third of the shares subject to the option will vest upon the achievement of each of three specific clinical development and regulatory events, as approved by our compensation committee. Effective August 10, 2018, the compensation committee of the Company determined the final performance criteria had been met and the option will vest as to the final third of the award.

- On December 17, 2014, the reporting person was granted a performance based stock option to purchase shares of ALNY Common Stock.
- (4) One-third of the shares subject to the option will vest upon the achievement of each of three specific clinical development and regulatory events, as approved by our compensation committee. Effective August 10, 2018, the compensation committee of the Company determined the final performance criteria had been met and the option vested as to the final third of the award

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.