

SCHIMMEL PAUL
Form 4
March 14, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SCHIMMEL PAUL

(Last) (First) (Middle)

300 THIRD STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2018

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)

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 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|-------------------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 03/13/2018 | | M ⁽¹⁾ | V | 10,000 | A | \$ 30.09 | 10,000 | D | |
| Common Stock | 03/13/2018 | | M ⁽¹⁾ | V | 2,823 | A | \$ 63.86 | 12,823 | D | |
| Common Stock | 03/13/2018 | | M ⁽¹⁾ | V | 15,000 | A | \$ 59.25 | 27,823 | D | |
| Common Stock | 03/13/2018 | | S ⁽¹⁾ | D | 27,823 | D | \$ 150 | 0 | D | |
| Common Stock | | | | | | | | 306,996 | I | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 59.25 | 03/13/2018 | | M ⁽¹⁾ | 15,000 | 06/05/2015 06/04/2024 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 63.86 | 03/13/2018 | | M ⁽¹⁾ | 2,823 | 03/31/2014 ⁽³⁾ 01/02/2024 | Common Stock | 2,823 |
| Stock Option (right to buy) | \$ 30.09 | 03/13/2018 | | M ⁽¹⁾ | 10,000 | 06/06/2014 06/06/2023 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHIMMEL PAUL 300 THIRD STREET CAMBRIDGE, MA 02142 | X | | | |

Signatures

By: Michael P. Mason, Attorney-in-Fact For: Paul R. Schimmel

03/14/2018

__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) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 23, 2017.
- (2) The Paul Schimmel Prototype PSP has holdings of 188,601 shares and the reporting person is trustee. The Schimmel Revocable Trust U/A dated 9/6/2000 has holdings of 118,395 shares and the reporting person and his spouse are trustees.
- (3) The stock option vests as to 25% on 3/31/2014 and as to an additional 25% of the shares granted at the end of each subsequent quarter.

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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