

Greene Barry E  
Form 4  
August 14, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
  
300 THIRD STREET  
  
(Street)

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

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

Account (1)

Common Stock	07/31/2018	G	V	9,030	A	\$ 0	9,030	I	by Trust <sup>(2)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Based Stock Option 2013 (right to buy)	\$ 63	08/10/2018		A <sup>(3)</sup>		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 <sup>(4)</sup>		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

**\*\*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. 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. 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.

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