ALNYLAM PHARMACEUTICALS, INC.

Form 4 May 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARAGANORE JOHN

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol **ALNYLAM**

PHARMACEUTICALS, INC.

(Check all applicable)

[ALNY]

(Last) (First) (Middle) 3. Date of Earliest Transaction

X_ Officer (give title below)

_X__ Director

10% Owner Other (specify

(Month/Day/Year)

05/12/2006

President & CEO

C/O ALNYLAM PHARMACEUTICALS, INC., 300

(Street)

(State)

(Zin)

THIRD STREET

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	05/12/2006		Code V	Amount 37,500	or (D)	Price \$ 0.475	(Instr. 3 and 4) 46,770	D		
Common Stock	05/12/2006		S(1)	1,771	D	\$ 15.01	44,999	D		
Common Stock	05/12/2006		S	3,008	D	\$ 15.02	41,991	D		
Common Stock	05/12/2006		S	2,978	D	\$ 15.03	39,013	D		

Edgar Filing: ALNYLAM PHARMACEUTICALS, INC. - Form 4

Common Stock 05/12/2006 S 1,100 D \$ 15.04 37,913 Common Stock 05/12/2006 S 1,286 D \$ 15.05 36,627 Common Stock 05/12/2006 S 1,200 D \$ 3,927 Common Stock 05/12/2006 S 800 D \$ 3,927 Common Stock 05/12/2006 S 800 D \$ 15.08 31,227 Common Stock 05/12/2006 S 2,098 D \$ 15.09 31,029 Common Stock 05/12/2006 S 1,300 D \$ 15.11 29,729 Common Stock 05/12/2006 S 1,300 D \$ 15.11 29,729 Common Stock 05/12/2006 S 1,300 D \$ 15.11 29,729 Common Stock 05/12/2006 S 1,300 D \$ 15.11 27,190 Common Stock 05/12/2006 S 396 D \$ 15.12 27,190 Common Stock								
Stock 05/12/2006 S 1,280 D 15.05 30,027 Common Stock 05/12/2006 S 1,200 D \$15.06 35,427 Common Stock 05/12/2006 S 1,500 D \$15.07 33,927 Common Stock 05/12/2006 S 800 D \$15.08 31,029 Common Stock 05/12/2006 S 1,300 D \$15.1 29,729 Common Stock 05/12/2006 S 1,300 D \$15.1 29,729 Common Stock 05/12/2006 S 1,300 D \$15.1 29,729 Common Stock 05/12/2006 S 702 D \$15.1 29,729 Common Stock 05/12/2006 S 396 D \$15.11 27,892 Common Stock 05/12/2006 S 396 D \$15.12 27,190 Common Stock 05/12/2006 S 600 D \$15.13 26,794 <td< td=""><td></td><td>05/12/2006</td><td>S</td><td>1,100</td><td>D</td><td>\$ 15.04</td><td>37,913</td><td>D</td></td<>		05/12/2006	S	1,100	D	\$ 15.04	37,913	D
Stock 05/12/2006 S 1,500 D 15.06 33,427 Common Stock 05/12/2006 S 1,500 D \$3,3927 Common Stock 05/12/2006 S 800 D \$3,1029 Common Stock 05/12/2006 S 2,098 D \$15.09 31,029 Common Stock 05/12/2006 S 1,300 D \$15.1 29,729 Common Stock 05/12/2006 S 1,837 D \$\$15.1 27,892 Common Stock 05/12/2006 S 702 D \$\$15.12 27,190 Common Stock 05/12/2006 S 396 D \$\$15.12 27,190 Common Stock 05/12/2006 S 600 D \$\$15.13 26,794 Common Stock 05/12/2006 S 637 D \$\$15.15 25,557 Common Stock 05/12/2006 S 100 D \$\$15.16 25,456 Common Stock 05/12/200		05/12/2006	S	1,286	D	\$ 15.05	36,627	D
Stock 05/12/2006 S 15.00 D 15.07 33.927 Common Stock 05/12/2006 S 800 D \$3,127 Common Stock 05/12/2006 S 2,098 D \$15.09 31,029 Common Stock 05/12/2006 S 1,300 D \$15.1 29,729 Common Stock 05/12/2006 S 1,837 D \$15.11 27,892 Common Stock 05/12/2006 S 702 D \$15.12 27,190 Common Stock 05/12/2006 S 396 D \$15.12 26,794 Common Stock 05/12/2006 S 600 D \$15.13 26,794 Common Stock 05/12/2006 S 600 D \$15.14 26,194 Common Stock 05/12/2006 S 101 D \$25,456 Common Stock 05/12/2006 S 100 D \$15.17 25,356 Common Stock 05/12/2006		05/12/2006	S	1,200	D		35,427	D
Stock 05/12/2006 S 800 D 15.08 33,127 Common Stock 05/12/2006 S 2,098 D \$15.09 31,029 Common Stock 05/12/2006 S 1,300 D \$15.1 29,729 Common Stock 05/12/2006 S 1,837 D \$15.11 27,892 Common Stock 05/12/2006 S 396 D \$15.12 27,190 Common Stock 05/12/2006 S 396 D \$15.13 26,794 Common Stock 05/12/2006 S 600 D \$15.14 26,194 Common Stock 05/12/2006 S 101 D \$15.15 25,557 Common Stock 05/12/2006 S 100 D \$15.16 25,456 Common Stock 05/12/2006 S 100 D \$15.19 25,056 Common Stock 05/12/2006 S 100 D \$15.19 25,056 Co		05/12/2006	S	1,500	D	\$ 15.07	33,927	D
Stock 05/12/2006 S 2,098 D 15.09 31,092 Common Stock 05/12/2006 S 1,300 D \$ 15.1 29,729 Common Stock 05/12/2006 S 1,837 D \$ 27,892 Common Stock 05/12/2006 S 702 D \$ 27,190 Common Stock 05/12/2006 S 396 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 25,557 Common Stock 05/12/2006 S 101 D \$ 25,456 Common Stock 05/12/2006 S 100 D \$ 25,356 Common Stock 05/12/2006 S 100 D \$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.22 20,957 Common Stock		05/12/2006	S	800	D		33,127	D
Stock 05/12/2006 S 1,300 D \$ 15.1 29,729 Common Stock 05/12/2006 S 1,837 D \$ 27,892 Common Stock 05/12/2006 S 702 D \$ 27,190 Common Stock 05/12/2006 S 396 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 26,794 Common Stock 05/12/2006 S 101 D \$ 25,155 Common Stock 05/12/2006 S 101 D \$ 25,456 Common Stock 05/12/2006 S 200 D \$ 25,356 Common Stock 05/12/2006 S 100 D \$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.22 20,957 Common Stock 05/12		05/12/2006	S	2,098	D	\$ 15.09	31,029	D
Common Stock 05/12/2006 S 702 D \$ 27,190 Common Stock 05/12/2006 S 396 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 26,194 Common Stock 05/12/2006 S 637 D \$ 25,557 Common Stock 05/12/2006 S 101 D \$ 25,456 Common Stock 05/12/2006 S 100 D \$ 25,356 Common Stock 05/12/2006 S 200 D \$ 25,156 Common Stock 05/12/2006 S 100 D \$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.19 25,056 Common Stock 05/12/2006 S 799 D \$ 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 600 D \$ 15.23 20,357		05/12/2006	S	1,300	D	\$ 15.1	29,729	D
Stock 05/12/2006 S 702 D 15.12 27,130 Common Stock 05/12/2006 S 396 D \$ 26,794 Common Stock 05/12/2006 S 600 D \$ 26,194 Common Stock 05/12/2006 S 637 D \$ 25,557 Common Stock 05/12/2006 S 101 D \$ 25,456 Common Stock 05/12/2006 S 100 D \$ 25,356 Common Stock 05/12/2006 S 200 D \$ 25,056 Common Stock 05/12/2006 S 100 D \$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$ 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 100 D \$ 20,257		05/12/2006	S	1,837	D	\$ 15.11	27,892	D
Stock 05/12/2006 S 390 D 15.13 20,794 Common Stock 05/12/2006 S 600 D \$\$ 26,194 Common Stock 05/12/2006 S 637 D \$\$ 25,557 Common Stock 05/12/2006 S 101 D \$\$ 25,456 Common Stock 05/12/2006 S 100 D \$\$ 25,356 Common Stock 05/12/2006 S 200 D \$\$ 25,156 Common Stock 05/12/2006 S 100 D \$\$ 25,056 Common Stock 05/12/2006 S 3,300 D \$\$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$\$ 20,957 Common Stock 05/12/2006 S 600 D \$\$ 20,357 Common Stock 05/12/2006 S 100 D \$\$ 20,257		05/12/2006	S	702	D	\$ 15.12	27,190	D
Common Stock 05/12/2006 S 637 D \$ 25,557 Common Stock 05/12/2006 S 101 D \$ 15.16 25,456 Common Stock 05/12/2006 S 100 D \$ 25,356 Common Stock 05/12/2006 S 200 D \$ 15.18 25,156 Common Stock 05/12/2006 S 100 D \$ 15.19 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$ 15.22 20,957 Common Stock 05/12/2006 S 600 D \$ 15.23 20,357 Common Stock 05/12/2006 S 100 D \$ 20,257		05/12/2006	S	396	D		26,794	D
Stock 05/12/2006 S 05/1 D 15.15 25,357 Common Stock 05/12/2006 S 101 D \$ 15.16 25,456 Common Stock 05/12/2006 S 100 D \$ 25,356 Common Stock 05/12/2006 S 200 D \$ 25,156 Common Stock 05/12/2006 S 100 D \$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$ 15.22 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 100 D \$ 20,257		05/12/2006	S	600	D	\$ 15.14	26,194	D
Stock 05/12/2006 S 101 D 15.16 25,436 Common Stock 05/12/2006 S 100 D \$ 25,356 Common Stock 05/12/2006 S 200 D \$ 25,156 Common Stock 05/12/2006 S 100 D \$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$ 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 100 D \$ 20,257		05/12/2006	S	637	D	\$ 15.15	25,557	D
Stock 05/12/2006 S 100 D 15.17 25,356 Common Stock 05/12/2006 S 200 D \$\$ 25,156 Common Stock 05/12/2006 S 100 D \$\$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$\$ 20,957 Common Stock 05/12/2006 S 600 D \$\$ 20,357 Common Stock 05/12/2006 S 100 D \$\$ 20,257		05/12/2006	S	101	D	\$ 15.16	25,456	D
Stock 05/12/2006 S 200 D 15.18 25,156 Common Stock 05/12/2006 S 100 D \$ 25,056 Common Stock 05/12/2006 S 3,300 D \$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$ 15.22 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 100 D \$ 15.24 20,257		05/12/2006	S	100	D	\$ 15.17	25,356	D
Stock 05/12/2006 S 100 D 15.19 23,036 Common Stock 05/12/2006 S 3,300 D \$ 15.2 21,756 Common Stock 05/12/2006 S 799 D \$ 15.22 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 100 D \$ 15.24 20,257		05/12/2006	S	200	D		25,156	D
Stock 05/12/2006 S 3,300 D \$15.2 21,756 Common Stock 05/12/2006 S 799 D \$ 15.22 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 100 D \$ 20,257		05/12/2006	S	100	D	\$ 15.19	25,056	D
Stock 05/12/2006 S 799 D 15.22 20,957 Common Stock 05/12/2006 S 600 D \$ 20,357 Common Stock 05/12/2006 S 100 D \$ 20,257		05/12/2006	S	3,300	D	\$ 15.2	21,756	D
Stock 05/12/2006 S 600 D 15.23 20,357 Common Stock 05/12/2006 S 100 D \$ 20,257		05/12/2006	S	799	D		20,957	D
Stock 03/12/2006 S 100 D 15.24 20,237		05/12/2006	S	600	D		20,357	D
05/12/2006 S 200 D 20,057		05/12/2006	S	100	D		20,257	D
		05/12/2006	S	200	D		20,057	D

Edgar Filing: ALNYLAM PHARMACEUTICALS, INC. - Form 4

Common Stock					\$ 15.31		
Common Stock	05/12/2006	S	400	D	\$ 15.37	19,657	D
Common Stock	05/12/2006	S	100	D	\$ 15.44	19,557	D
Common Stock	05/12/2006	S	400	D	\$ 15.59	19,157	D
Common Stock	05/12/2006	S	300	D	\$ 15.62	18,857	D
Common Stock	05/12/2006	S	400	D	\$ 15.65	18,457	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)			Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 0.475	05/12/2006		M		37,500	12/09/2003	02/25/2013	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARAGANORE JOHN C/O ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET CAMBRIDGE, MA 02142	X		President & CEO				

Reporting Owners 3

Signatures

/s/ John

Maraganore 05/16/2006

**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 March 31, 2006.

Remarks:

This Form 4 is the first of two filed by the reporting person to report transactions occurring on May 12, 2006.

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.

Signatures 4