

VINCENT JAMES L

Form 4

June 15, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VINCENT JAMES L

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2010

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	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	06/11/2010		M	15,000	A	\$ 7.02 25,000	D	
Common Stock	06/11/2010		S	15,000	D	\$ 15.95 10,000	D	
Common Stock	06/14/2010		M	10,000	A	\$ 7.02 20,000	D	
Common Stock	06/14/2010		S	10,000	D	\$ 16.0963 10,000	D	
Common Stock	06/14/2010		M	5,000	A	\$ 7.02 15,000	D	

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Common Stock	06/14/2010	S	5,000	D	\$ 16.0963	10,000	D
Common Stock	06/14/2010	M	2,900	A	\$ 7.02	12,900	D
Common Stock	06/14/2010	S	2,900	D	\$ 16.051	10,000	D

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.02	06/11/2010		M	15,000	07/12/2006 ⁽¹⁾ 07/12/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.02	06/14/2010		M	10,000	07/12/2006 ⁽¹⁾ 07/12/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.02	06/14/2010		M	5,000	07/12/2006 ⁽¹⁾ 07/12/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.02	06/14/2010		M	2,900	07/12/2006 ⁽¹⁾ 07/12/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VINCENT JAMES L 300 THIRD STREET	X			

CAMBRIDGE, MA 02142

Signatures

By: /s/ Patricia L. Allen, Attorney-in-Fact For: James L.
Vincent

06/15/2010

__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 stock option vested as to one third of the shares on each of the first, second and third anniversaries of the grant date.

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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