

Mason Michael
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mason Michael

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
____X____ Officer (give title below) ____ Other (specify below)

VP, Finance and Treasurer

(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)
____X____ 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)	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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/13/2018		A ⁽¹⁾		1,012	A	\$ 0	1,012 D
Common Stock	08/13/2018		F		449	D	\$ 90.95	563 D
Common Stock	01/17/2018		J ⁽²⁾	V	5	A	\$ 0 ⁽²⁾	231 I by Managed Account ⁽²⁾
Common Stock	04/16/2018		J ⁽²⁾	V	22	A	\$ 0 ⁽²⁾	253 I by Managed Account ⁽²⁾

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Common Stock 07/10/2018 J⁽²⁾ V 23 A \$ 0 ⁽²⁾ 276 I by Managed Account ⁽²⁾

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Stock Option 2013 (right to buy)	\$ 63	08/10/2018		A ⁽³⁾	1,666	08/10/2018 12/18/2023	Common Stock	1,666
Performance Stock Option 2014 (right to buy)	\$ 96.45	08/10/2018		A ⁽⁴⁾	2,750	08/10/2018 12/17/2024	Common Stock	2,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mason Michael 300 THIRD STREET CAMBRIDGE, MA 02142	VP, Finance and Treasurer

Signatures

/s/ Michael P.
Mason 08/14/2018

 Date
**Signature of Reporting Person

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) On January 4, 2016, the reporting person was granted a restricted stock unit (RSU) to purchase shares of ALNY common stock. The shares subject to release vest upon the commercial launch of Alnylams first internally developed product, as approved by our compensation committee. Effective August 13, 2018, the compensation committee of the Company determined the performance criterion has been met and the RSU shares have vested.

(2) 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.

(3) 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.

(4) 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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