

SHARP PHILIP A
Form 4
June 04, 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 *
SHARP PHILIP A

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)
300 THIRD ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2010

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 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	05/27/2010		J ⁽¹⁾	V 29,600 D \$ 0	147,230	I	By Trust (2)
Common Stock	05/27/2010		J ⁽¹⁾	V 29,600 A \$ 0	105,400	D	
Common Stock	05/27/2010		J ⁽³⁾	V 105,400 D \$ 0	0	D	
Common Stock	05/27/2010		J ⁽³⁾	V 105,400 A \$ 0	105,400	I	By Trust (3)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 15.82	06/02/2010		A		15,000		06/02/2011	06/02/2020	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP PHILIP A 300 THIRD ST CAMBRIDGE, MA 02142		X		

Signatures

/s/ Patricia L. Allen, Attorney-in-Fact for Phillip A.
Sharp

06/04/2010

__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 29,600 shares were previously reported as indirectly owned by the "Phillip A. Sharp 2009 Grantor Annuity Trust". The shares were re-registered to Phillip A. Sharp.
- (2) The 147,230 shares are registered to the "Phillip A. Sharp 2009 Grantor Annuity Trust".
- (3) The 105,400 shares were previously reported as (i) 75,800 shares directly beneficially owned and (ii) 29,600 shares indirectly owned by the "Phillip A. Sharp 2009 Grantor Annuity Trust" and re-registered to Phillip A. Sharp. On May 27, 2010, the 105,400 shares were contributed to the "Phillip A. Sharp 2010 Grantor Annuity Trust".

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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