

SHARP PHILIP A

Form 4

April 17, 2019

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 STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2019

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	04/15/2019		M ⁽¹⁾	15,000 A	\$ 22.09	250,633	D
Common Stock	04/15/2019		S ⁽¹⁾	11,800 D	\$ 87.86 (2)	238,833	D
Common Stock	04/15/2019		S ⁽¹⁾	2,200 D	\$ 89.03 (3)	236,633	D
Common Stock	04/15/2019		S ⁽¹⁾	400 D	\$ 89.97	236,233	D

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Common Stock	04/15/2019	<u>S</u> ⁽¹⁾	600	D	⁽⁴⁾ \$ 91.4 <u>(5)</u>	235,633	D	
Common Stock						31,266	I	by Trust <u>(6)</u>

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 22.09	04/15/2019		M ⁽¹⁾		15,000		06/11/2010	06/11/2019	Common Stock	15,000

Reporting Owners

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

Signatures

By: /s/ Mary Beth DeLena, Attorney-in-Fact For: Phillip A. Sharp

04/17/2019

 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 sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 11, 2018.
- (2) Sale prices ranged from \$87.48 to \$88.43.
- (3) Sale prices ranged from \$88.49 to \$89.43.
- (4) Sale prices ranged from \$89.56 to \$90.13.
- (5) Sale prices ranged from \$91.00 to \$91.86.
- (6) Includes shares of ALNY common stock held in trusts for the benefit of the children of Dr. Sharp, of which the spouse of Dr. Sharp and children are the trustees.

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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