

ALNYLAM PHARMACEUTICALS, INC.

Form 4

October 26, 2007

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Allen Patricia L

(Last) (First) (Middle)

300 THIRD STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALNYLAM  
PHARMACEUTICALS, INC.  
[ALNY]

3. Date of Earliest Transaction (Month/Day/Year)  
10/25/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

VP of Finance/Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 or Price | 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                    | 10/25/2007                           |  | M <sup>(1)</sup>               | 20,000  | A          | \$ 0.95            | 21,070  | D  |   |
| Common Stock                    | 10/25/2007                           |  | S <sup>(2)</sup>               | 100   | D          | \$ 31.54           | 20,970  | D  |   |
| Common Stock                    | 10/25/2007                           |  | S                              | 100   | D          | \$ 31.6            | 20,870  | D  |   |
| Common Stock                    | 10/25/2007                           |  | S                              | 200   | D          | \$ 31.61           | 20,670  | D  |   |
| Common Stock                    | 10/25/2007                           |  | S                              | 100   | D          | \$ 31.64           | 20,570  | D  |   |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 10/25/2007 | S | 200   | D | \$ 31.67 | 20,370 | D |
| Common Stock | 10/25/2007 | S | 700   | D | \$ 31.69 | 19,670 | D |
| Common Stock | 10/25/2007 | S | 1,200 | D | \$ 31.7  | 18,470 | D |
| Common Stock | 10/25/2007 | S | 100   | D | \$ 31.72 | 18,370 | D |
| Common Stock | 10/25/2007 | S | 100   | D | \$ 31.73 | 18,270 | D |
| Common Stock | 10/25/2007 | S | 400   | D | \$ 31.74 | 17,870 | D |
| Common Stock | 10/25/2007 | S | 700   | D | \$ 31.78 | 17,170 | D |
| Common Stock | 10/25/2007 | S | 100   | D | \$ 31.84 | 17,070 | D |
| Common Stock | 10/25/2007 | S | 100   | D | \$ 31.85 | 16,970 | D |
| Common Stock | 10/25/2007 | S | 528   | D | \$ 31.86 | 16,442 | D |
| Common Stock | 10/25/2007 | S | 787   | D | \$ 31.87 | 15,655 | D |
| Common Stock | 10/25/2007 | S | 1,900 | D | \$ 31.88 | 13,755 | D |
| Common Stock | 10/25/2007 | S | 1,900 | D | \$ 31.89 | 11,855 | D |
| Common Stock | 10/25/2007 | S | 200   | D | \$ 31.92 | 11,655 | D |
| Common Stock | 10/25/2007 | S | 1,800 | D | \$ 31.93 | 9,855  | D |
| Common Stock | 10/25/2007 | S | 100   | D | \$ 31.94 | 9,755  | D |
| Common Stock | 10/25/2007 | S | 100   | D | \$ 31.96 | 9,655  | D |
| Common Stock | 10/25/2007 | S | 600   | D | \$ 31.97 | 9,055  | D |
| Common Stock | 10/25/2007 | S | 300   | D | \$ 31.98 | 8,755  | D |
| Common Stock | 10/25/2007 | S | 200   | D | \$ 31.99 | 8,555  | D |
|              | 10/25/2007 | S | 100   | D |          | 8,455  | D |

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|              |            |   |     |   |          |       |   |
|--------------|------------|---|-----|---|----------|-------|---|
| Common Stock |            |   |     |   | \$ 32.01 |       |   |
| Common Stock | 10/25/2007 | S | 200 | D | \$ 32.02 | 8,255 | D |
| Common Stock | 10/25/2007 | S | 100 | D | \$ 32.03 | 8,155 | D |
| Common Stock | 10/25/2007 | S | 500 | D | \$ 32.04 | 7,655 | D |
| Common Stock | 10/25/2007 | S | 395 | D | \$ 32.05 | 7,260 | 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 Amount of 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)  | \$ 0.95  | 10/25/2007                           |  | M <sup>(1)</sup>               | 20,000  | 05/17/2005   | 05/04/2014  | Common Stock | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Allen Patricia L<br>300 THIRD STREET<br>CAMBRIDGE, MA 02142 |               |           | VP of Finance/Treasurer |       |

## Signatures

/s/ Patricia L.  
Allen

10/26/2007

\_\_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) This exercise is pursuant to a 10b5-1 plan put in place by the reporting person on September 25, 2007.
  - (2) All sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 25, 2007.

### Remarks:

This Form 4 is the first of two filed by the reporting person to report transactions occurring on October 25, 2007.

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