#### ALNYLAM PHARMACEUTICALS, INC.

Form 4

March 03, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **Barrett Peter** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

**ALNYLAM** 

PHARMACEUTICALS, INC.

(Check all applicable)

[ALNY]

(Last) (First) (Middle)

(Street)

(State)

(Zip)

3. Date of Earliest Transaction

\_X\_\_ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year) 03/01/2006

C/O ATLAS VENTURE SUITE 320, 890 WINTER STREET

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

WALTHAM, MA 02451

(City)

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3,	sed of (	` ′	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	03/01/2006		S	23,777	D	\$ 16.0561	0	I	See Footnote
Common Stock	03/02/2006		S	19,572	D	\$ 16.0644	242,613	I	See Footnote
Common Stock	03/01/2006		S	5,907	D	\$ 16.0561	0	I	See Footnote

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Common Stock	03/02/2006	S	4,862	D	\$ 16.0644	60,273	I	See Footnote
Common Stock	03/01/2006	S	396	D	\$ 16.0561	0	I	See Footnote
Common Stock	03/02/2006	S	326	D	\$ 16.0644	4,037	I	See Footnote (3)
Common Stock	03/01/2006	S	43,164	D	\$ 16.0561	0	I	See Footnote
Common Stock	03/02/2006	S	35,530	D	\$ 16.0644	440,432	I	See Footnote
Common Stock	03/01/2006	S	1,166	D	\$ 16.0561	0	I	See Footnote (5)
Common Stock	03/02/2006	S	959	D	\$ 16.0644	11,895	I	See Footnote (5)
Common Stock	03/01/2006	S	790	D	\$ 16.0561	0	I	See Footnote (6)
Common Stock	03/02/2006	S	651	D	\$ 16.0644	8,065	I	See Footnote (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

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Date Expiration Or Number Of Shares

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Barrett Peter

C/O ATLAS VENTURE SUITE 320
890 WINTER STREET

# **Signatures**

WALTHAM, MA 02451

/s/ Jeanne Larkin Henry - Attorney in Fact

03/03/2006

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).
  - Sale of shares of the Issuer's Common Stock by Atlas Venture Fund V, L.P. ("Atlas V"). These shares are owned directly by Atlas V.
- (1) Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Sale of shares of the Issuer's Common Stock by Atlas Venture Parallel Fund V-A, C.V. ("Atlas V-A"). These shares are owned directly (2) by Atlas V-A. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Sale of shares of the Issuer's Common Stock by Atlas Venture Entrepreneurs' Fund V, L.P. ("AVE V"). These shares are owned directly (3) by AVE V. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Sale of shares of the Issuer's Common Stock by Atlas Venture Fund VI, L.P. ("Atlas VI"). These shares are owned directly by Atlas VI.

  (4) Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Sale of shares of the Issuer's Common Stock by Atlas Venture Entrepreneurs' Fund VI, L.P. ("AVE VI"). These shares are owned directly by AVE VI. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Sale of shares of the Issuer's Common Stock by Atlas Venture Fund VI GmbH & Co. KG. ("AV VI KG"). These shares are owned directly by AV VI KG. Peter Barrett is a Senior Partner of Atlas Venture. Mr. Barrett disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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