

Allen Patricia L  
Form 3  
January 09, 2006

**FORM 3**

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

OMB APPROVAL

OMB  
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**INITIAL STATEMENT OF 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 \*

Â Allen Patricia L

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/01/2006

3. Issuer Name **and** Ticker or Trading Symbol

ALNYLAM PHARMACEUTICALS, INC. [ALNY]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other

(give title below) (specify below)

VP of Finance and Treasurer

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting  
Person

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

C/O ALNYLAM  
PHARMACEUTICALS,  
INC.,Â 300 THIRD STREET

(Street)

CAMBRIDGE,Â MAÂ 02142

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

1,070

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|                             | Date<br>Exercisable | Expiration<br>Date | Title        | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------------|---------------------|--------------------|--------------|----------------------------------|----------|--|---|
| Stock Option (right to buy) | Â <u>(1)</u>        | 05/16/2014         | Common Stock | 78,947                           | \$ 0.95  | D  | Â |
| Stock Option (right to buy) | Â <u>(2)</u>        | 12/06/2014         | Common Stock | 16,750                           | \$ 6.78  | D  | Â |
| Stock Option (right to buy) | Â <u>(3)</u>        | 12/06/2015         | Common Stock | 32,000                           | \$ 13.12 | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |  | Other |
|--|---------------|-----------|-------------------------------|--|-------|
|  | Director      | 10% Owner | Officer                       |  |       |
| Allen Patricia L<br>C/O ALNYLAM PHARMACEUTICALS, INC.<br>300 THIRD STREET<br>CAMBRIDGE, MA 02142 | Â             | Â         | Â VP of Finance and Treasurer |  | Â     |

## Signatures

/s/ Patricia L.  
Allen

01/06/2006

    Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 stock option vests as to 25% of the shares on May 17, 2005 and as to an additional 6.25% of the shares on the last day of each calendar quarter thereafter.
- (2) The stock option vests as to 25% of the shares on December 7, 2005 and as to an additional 6.25% of the shares on the last day of each three-month period thereafter.
- (3) The stock option vests as to 25% of the shares on December 7, 2006 and as to an additional 6.25% of the shares each successive three-month period thereafter.

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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