

ALNYLAM PHARMACEUTICALS, INC.
 Form 4
 June 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHIMMEL PAUL

(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)
 06/03/2016

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)

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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 70.2	06/03/2016	A		11,250		06/03/2017	06/03/2026	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHIMMEL PAUL 300 THIRD STREET CAMBRIDGE, MA 02142		X		

Signatures

By: /s/ Michael P. Mason, Attorney-in-Fact For: Paul R. Schimmel

06/07/2016

__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).

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. spectation by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depository undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. , on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on August 7, 2007.

Legal entity created by the form of Deposit Agreement for
the issuance of ADRs evidencing American Depositary
Shares

By: JPMORGAN CHASE BANK, N.A., as
Depositary

By: /s/Melinda L. VanLuit
Name: Melinda L. VanLuit
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Sanofi-Aventis certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in city of Paris, France on August 7, 2007.

SANOFI-AVENTIS

By:	<u>/s/ Gérard Le Fur</u>
Name:	Gérard Le Fur
Title:	Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Gérard Le Fur and Jean-Claude Leroy, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gérard Le Fur</u> Gérard Le Fur	Chief Executive Officer and Director (Principal Executive Officer)	August 7, 2007
<u>/s/ Jean-Claude Leroy</u> Jean-Claude Leroy	Executive Vice President, Finance and Legal (Principal Financial Officer)	August 7, 2007
<u>/s/ Jean-Luc Renard</u> Jean-Luc Renard	Vice President, Corporate Accounting (Principal Accounting Officer)	August 7, 2007
<u>/s/ Jean-François Dehecq</u> Jean-François Dehecq	Chairman of the Board of Directors	August 7, 2007
<u>/s/ René Barbier de la Serre</u> René Barbier de la Serre	Director	August 7, 2007
<u>/s/ Jean-Marc Bruel</u> Jean-Marc Bruel	Director	August 7, 2007
<u>/s/ Robert Castaigne</u> Robert Castaigne	Director	August 7, 2007
<u>/s/ Thierry Desmarest</u> Thierry Desmarest	Director	August 7, 2007

<u>/s/ Jürgen Dormann</u> Jürgen Dormann	Director	August 7, 2007
<u>/s/ Lord Douro</u> Lord Douro	Director	August 7, 2007
<u>/s/ Jean-René Fourtou</u> Jean-René Fourtou	Director	August 7, 2007
<u>/s/ Serge Kampf</u> Serge Kampf	Director	August 7, 2007
<u>/s/ Igor Landau</u> Igor Landau	Director	August 7, 2007
<u>/s/ Hubert Markl</u> Hubert Markl	Director	August 7, 2007
<u>/s/ Christian Mulliez</u> Christian Mulliez	Director	August 7, 2007
<u>/s/ Lindsay Owen-Jones</u> Lindsay Owen-Jones	Director	August 7, 2007
<u>/s/ Klaus Pohle</u> Klaus Pohle	Director	August 7, 2007
<u>/s/ Gérard Van Kemmel</u> Gérard Van Kemmel	Director	August 7, 2007
<u>/s/ Bruno Weymuller</u> Bruno Weymuller	Director	August 7, 2007
<u>/s/ Gregory Irace</u> Gregory Irace	Authorized Representative in the United States	August 7, 2007

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Amended and Restated Deposit Agreement (including the Form of American Depositary Receipt), among Sanofi-Aventis, JPMorgan Chase Bank, N.A., as depositary, and the holders from time to time of American Depositary Receipts issued thereunder.

- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.