Edgar Filing: Barrett Peter - Form 4/A

Barrett Peter									
Form 4/A June 16, 2006									
	•							OMB A	PPROVAL
FORM 4	UNITED	STATES		RITIES A			COMMISSIO		3235-0287
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instructio 1(b).	STATEM Filed pur Section 17(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							January 31, 2005 average urs per . 0.5
(Print or Type Resp	onses)								
1. Name and Address of Reporting Person <u>*</u> Barrett Peter		2. Issuer Name and Ticker or Trading Symbol ALNYLAM PHARMACEUTICALS, INC. [ALNY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O ATLAS VI WINTER STRE	ENTURE, 89		3. Date of Earliest Transaction(Month/Day/Year)06/01/2006			X_ Director Officer (giv below)		· • •	
			mendment, Date Original Ionth/Day/Year) /2006			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		ed Date, if	3. Transaction Code (Instr. 8)	4. Securities tionAcquired (A) or Disposed of (D)) (Instr. 3, 4 and 5) (A) or V Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect	

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.74	06/01/2006		А	10,000	06/01/2007	06/01/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director	10% Owner	Officer	Other	
Barrett Peter C/O ATLAS VENTURE 890 WINTER STREET, SUITE 320 WALTHAM, MA 02451-1470	Х				
Signatures					
/s/ Jeanne Larkin Henry, Attorney-in-Fact		06/16/2006			
<pre>#Signature of Reporting Person</pre>		Date			
Explanation of Responses:					

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).

This option was granted to Dr. Barrett as a director of the Issuer. Dr. Barrett has agreed to transfer the proceeds of any sale of shares of(1) common stock issued to him upon exercise of the option to Atlas Venture Advisors, Inc. Accordingly, Dr. Barrett disclaims beneficial ownership of the option.

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.