

ATLAS VENTURE ENTREPRENEURS FUND V LP

Form 4

October 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ATLAS VENTURE FUND V LP

(Last) (First) (Middle)

890 WINTER STREET, SUITE 320

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

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

09/29/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/29/2005		J ⁽²⁾		211,444	D	11	422,887	D	⁽²⁾
Common Stock	09/29/2005		J ⁽³⁾		26,265	D	11	52,529	D	⁽³⁾
Common Stock	09/29/2005		J ⁽⁴⁾		26,265	D	11	52,529	D	⁽⁴⁾
Common Stock	09/29/2005		J ⁽⁵⁾		3,518	D	11	7,039	D	⁽⁵⁾
Common Stock	09/29/2005		J ⁽⁶⁾		383,845	D	11	767,691	D	⁽⁶⁾

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Common Stock	09/29/2005	J ⁽⁷⁾	10,366	D	<u>(1)</u>	20,732	D ⁽⁷⁾
Common Stock	09/29/2005	J ⁽⁸⁾	7,028	D	<u>(1)</u>	14,057	D ⁽⁸⁾
Common Stock	09/29/2005	J ⁽⁹⁾	267,492	D	<u>(1)</u>	534,984	D ⁽⁹⁾
Common Stock	09/29/2005	J ⁽¹⁰⁾	401,239	D	<u>(1)</u>	802,480	D ⁽¹⁰⁾

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ATLAS VENTURE FUND V LP 890 WINTER STREET SUITE 320 WALTHAM, MA 02451	X
ATLAS VENTURE PARALLEL FUND V-A C V 890 WINTER STREET SUITE 320 WALTHAM, MA 02451	X
	X

ATLAS VENTURE PARALLEL FUND V-B C V
890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

ATLAS VENTURE ENTREPRENEURS FUND V LP
890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

X

ATLAS VENTURE FUND VI LP
890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

X

Atlas Venture Fund VI GmbH & Co KG
890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

X

ATLAS VENTURE ENTREPRENEURS FUND VI LP
890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

X

ATLAS VENTURE ASSOCIATES V LP
890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

X

Atlas Venture Associates VI, L.P.
890 WINTER STREET
SUITE 320
WALTHAM, MA 02451

X

Signatures

/s/ Jeanne Larkin Henry
(Vice-President)

09/29/2005

__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) N/A
- (2) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund V, L.P. These shares are owned directly by Atlas Venture Fund V, L.P.
- (3) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Parallel Fund V-A, C.V. These shares are owned directly by Atlas Venture Parallel Fund V-A, C.V.
- (4) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Parallel Fund V-B, C.V. These shares are owned directly by Atlas Venture Parallel Fund V-B, C.V.
- (5) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Entrepreneurs' Fund V, L.P. These shares are owned directly by Atlas Venture Entrepreneurs' Fund V, L.P.

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- (6) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI, L.P. These shares are owned directly by Atlas Venture Fund VI, L.P.
- (7) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Entrepreneurs' Fund VI, L.P. These shares are owned directly by Atlas Venture Entrepreneurs' Fund VI, L.P.
- (8) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI GmbH & Co. KG. These shares are owned directly by Atlas Venture Fund VI GmbH & Co. KG.
- Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V. and Atlas Venture Entrepreneurs' Fund V, L.P. These shares are owned directly by Atlas Venture Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V. and Atlas Venture Entrepreneurs' Fund V, L.P. Atlas Venture Associates V, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein.
- (9) Pro-rata distribution in kind without consideration to the partners of Atlas Venture Fund VI, L.P., Atlas Venture Fund VI GmbH & Co. KG and Atlas Venture Entrepreneurs' Fund VI, L.P. These shares are owned directly by Atlas Venture Fund VI, L.P., Atlas Venture Fund VI GmbH & Co. KG and Atlas Venture Entrepreneurs' Fund VI, L.P. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein.
- (10)

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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