

ALNYLAM PHARMACEUTICALS, INC.

Form 4/A

March 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
Abingworth Management LTD

(Last) (First) (Middle)

38 JERMYN STREET

(Street)

LONDON, X0 SW1Y 6DN

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
06/07/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/03/2004		C		1,020,902	A	\$ 0	1,176,269 ⁽¹⁾	I	See Footnote <u>(2)</u>
Common Stock	06/03/2004		C		623,202	A	\$ 0	718,037 ⁽³⁾	I	See Footnote <u>(4)</u>
Common Stock	06/03/2004		C		373,294	A	\$ 0	430,112 ⁽⁵⁾	I	See Footnote <u>(6)</u>
	06/03/2004		C		16,270	A	\$ 0	18,745 ⁽⁷⁾	I	

Common
Stock

See
Footnote
(8)

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 Transaction (Instr. 3 and 4)
				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
Abingworth Management LTD 38 JERMYN STREET LONDON, X0 SW1Y 6DN		X		

Signatures

Claire Wilkinson, on behalf of Abingworth Management LTD 03/15/2005

__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).

- 130,520 shares that were acquired on May 27, 2004 by Abingworth BioVentures III A L.P., the acquisition of which was reported on a
- (1) Form 4 filed June 1, 2004, were omitted from this Form 4 and the subsequent Forms 4 filed by the reporting person on January 7, 2005, January 12, 2005 and January 20, 2005.
 - (2) These shares are owned directly by Abingworth BioVentures III A L.P., of which Abingworth Management LTD is the Manager.

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- 79,673 shares that were acquired on May 27, 2004 by Abingworth BioVentures III B L.P., the acquisition of which was reported on a
- (3) Form 4 filed June 1, 2004, were omitted from this Form 4 and the subsequent Forms 4 filed by the reporting person on January 7, 2005, January 12, 2005 and January 20, 2005.
- (4) These shares are owned directly by Abingworth BioVentures III B L.P., of which Abingworth Management LTD is the Manager.
- 47,727 shares that were acquired on May 27, 2004 by Abingworth BioVentures III C L.P., the acquisition of which was reported on a
- (5) Form 4 filed June 1, 2004, were omitted from this Form 4 and the subsequent Forms 4 filed by the reporting person on January 7, 2005, January 12, 2005 and January 20, 2005.
- (6) These shares are owned directly by Abingworth BioVentures III C L.P., of which Abingworth Management LTD is the Manager.
- 2,080 shares that were acquired on May 27, 2004 by Abingworth BioVentures III Executives L.P., the acquisition of which was reported
- (7) on a Form 4 filed June 1, 2004, were omitted from this Form 4 and the subsequent Forms 4 filed by the reporting person on January 7, 2005, January 12, 2005 and January 20, 2005.
- (8) These shares are owned directly by Abingworth BioVentures III Executives L.P., of which Abingworth Management LTD is the Manager.

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.