

HA NGOC TUAN  
Form 4  
May 10, 2011

**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 \*  
HA NGOC TUAN

2. Issuer Name and Ticker or Trading Symbol  
AVEO PHARMACEUTICALS INC  
[AVEO]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

(Last) (First) (Middle)  
C/O AVEO PHARMACEUTICALS,  
INC., 75 SIDNEY STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/09/2011

CAMBRIDGE, MA 02139

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	05/09/2011		M <sup>(1)</sup>			8,400	A	\$ 2	92,804	D	
Common Stock	05/09/2011		S <sup>(1)</sup>			8,400	D	\$ 16.0384 <sup>(2)</sup>	84,404	D	
Common Stock	05/10/2011		M <sup>(1)</sup>			2,300	A	\$ 2	86,704	D	
Common Stock	05/10/2011		S <sup>(1)</sup>			2,300	D	\$ 16.4217 <sup>(5)</sup>	84,404	D	

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Common Stock 170,329 <sup>(3)</sup> I Held by GRAT

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. 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 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)	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 2	05/09/2011		M	8,400	<sup>(4)</sup> 02/09/2016	Common Stock	8,400
Stock Option (right-to-buy)	\$ 2	05/10/2011		M	2,300	<sup>(4)</sup> 02/09/2016	Common Stock	2,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HA NGOC TUAN C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET CAMBRIDGE, MA 02139	X		Chief Executive Officer	

## Signatures

/s/ Joseph D. Vittiglio, attorney-in-fact 05/10/2011

\_\_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).

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- (1) The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2011.

The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from

- (2) \$16.00 to \$16.08, inclusive. The reporting person undertakes to provide AVEO Pharmaceuticals, Inc., any security holder of AVEO Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.

Shares are held by Gabriel Schmergel, Trustee, or his successor in trust, of the Tuan Ha-Ngoc 2009 GRAT. Mr. Schmergel is trustee of

- (3) the Tuan Ha-Ngoc 2009 GRAT and he exercises sole voting and investment power over the shares held of record by such trust. Mr. Ha-Ngoc disclaims beneficial ownership over all such shares, except to the extent of his pecuniary interest therein.
- (4) This option was fully vested as of January 1, 2010.

The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from

- (5) \$16.1601 to \$16.4217, inclusive. The reporting person undertakes to provide AVEO Pharmaceuticals, Inc., any security holder of AVEO Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.

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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