

AVEO PHARMACEUTICALS INC  
 Form 4  
 February 21, 2012

**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 \*  
 KUCHERLAPATI RAJU S

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/17/2012

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

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	02/17/2012		P	V	5,000	A	\$ 13.8684	86,961 <sup>(1)</sup>	D	Held by Raju Kucherlapati
Common Stock								28,550 <sup>(1)</sup>	I	Grantor retained Annuity Trust No.1 <sup>(2)</sup>
Common Stock								19,053	I	Held as custodian <sup>(3)</sup>

Common Stock		42,078	I	Held c/f David Kucherlapati (4)
Common Stock		3,773	I	Held as Custodian FBO David Kucherlapati UTMA MA until age 21 (5)

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 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 (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

KUCHERLAPATI RAJU S  
 C/O AVEO PHARMACEUTICALS, INC.  
 75 SIDNEY STREET  
 CAMBRIDGE, MA 02139

X

## Signatures

/s/ Joseph D. Vittiglio, Esq.,  
attorney-in-fact

02/21/2012

\_\_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) Reflects a distribution of 7,308 shares from the Raju Kucherlapati Grantor Retained Annuity Trust No. 1 to the reporting person on 8/22/2011.  
Held by Raju Kucherlapati Grantor Retained Annuity Trust No. 1, of which the reporting person is the trustee and exercises sole voting and investment power over the shares of record. The reporting person disclaims beneficial ownership over all such shares, except to the extent of his pecuniary interest therein.
- (2) Held as custodian for David Kucherlapati under the Massachusetts Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership over all such shares, except to the extent of his pecuniary interest therein.
- (3) The reporting person disclaims beneficial ownership over all shares held c/f David Kucherlapati, except to the extent of his pecuniary interest therein.
- (4) Held as Custodian FBO David Kucherlapati UTMA MA until age 21. The reporting person disclaims beneficial ownership over all such shares, except to the extent of his pecuniary interest therein.

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.