

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 05/09/2011 | | M ⁽¹⁾ | | | 8,400 | A | \$ 2 | 92,804 | D | |
| Common Stock | 05/09/2011 | | S ⁽¹⁾ | | | 8,400 | D | \$ 16.0384 ⁽²⁾ | 84,404 | D | |
| Common Stock | 05/10/2011 | | M ⁽¹⁾ | | | 2,300 | A | \$ 2 | 86,704 | D | |
| Common Stock | 05/10/2011 | | S ⁽¹⁾ | | | 2,300 | D | \$ 16.4217 ⁽⁵⁾ | 84,404 | D | |

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Common Stock 170,329 ⁽³⁾ I Held by GRAT

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

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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 | ⁽⁴⁾ 02/09/2016 | Common Stock | 8,400 |
| Stock Option (right-to-buy) | \$ 2 | 05/10/2011 | | M | 2,300 | ⁽⁴⁾ 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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