

HIRSCH RUSSELL C  
Form 4  
March 18, 2010

**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 \*  
HIRSCH RUSSELL C

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)

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

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

C/O AVEO PHARMACEUTICALS, INC., 75 SIDNEY STREET

03/17/2010

(Street)

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

CAMBRIDGE, MA 02139

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/17/2010		C		10,889	A	(1) 10,889	I	By Prospect Associates II, L.P. (4)
Common Stock	03/17/2010		C		10,807	A	(2) 21,696	I	By Prospect Associates II, L.P. (4)
Common Stock	03/17/2010		C		2,481	A	(3) 24,177	I	By Prospect Associates II, L.P. (4)
Common Stock	03/17/2010		C		715,037	A	(1) 739,214	I	By Prospect Associates II, L.P. (4)

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Stock									Venture Partners II, L.P. <sup>(5)</sup>
Common Stock	03/17/2010		C	709,714	A	<u>(2)</u>	1,448,928	I	By Prospect Venture Partners II, L.P. <sup>(5)</sup>
Common Stock	03/17/2010		C	162,963	A	<u>(3)</u>	1,611,891	I	By Prospect Venture Partners II, L.P. <sup>(5)</sup>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	03/17/2010		C	43,556	<u>(1)</u>	<u>(1)</u>	Common Stock	10,88
Series B Convertible Preferred Stock	<u>(2)</u>	03/17/2010		C	43,231	<u>(2)</u>	<u>(2)</u>	Common Stock	10,80
Series D Convertible Preferred Stock	<u>(3)</u>	03/17/2010		C	9,926	<u>(3)</u>	<u>(3)</u>	Common Stock	2,481
Series A Convertible Preferred Stock	<u>(1)</u>	03/17/2010		C	2,860,148	<u>(1)</u>	<u>(1)</u>	Common Stock	715,03
	<u>(2)</u>	03/17/2010		C	2,838,858	<u>(2)</u>	<u>(2)</u>		709,71

Series B  
Convertible  
Preferred  
Stock

Common  
Stock

Series D  
Convertible  
Preferred  
Stock

(3)

03/17/2010

C

651,855

(3)

(3)

Common  
Stock

162,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIRSCH RUSSELL C C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET CAMBRIDGE, MA 02139		X		

## Signatures

/s/ Russell C.  
Hirsch

03/18/2010

\*\*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) The Series A Convertible Preferred Stock converted into Common Stock on a 1-for-0.25 basis and had no expiration date.
- (2) The Series B Convertible Preferred Stock converted into Common Stock on a 1-for-0.25 basis and had no expiration date.
- (3) The Series D Convertible Preferred Stock converted into Common Stock on a 1-for-0.25 basis and had no expiration date.

Held by Prospect Associates II, L.P. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D. and Russell C. Hirsch, M.D., Ph.D., the managing members of Prospect Management Co. II, LLC, the General Partner of Prospect Associates II, L.P., share voting and investment power over the shares held by Prospect Associates II, L.P., but disclaim beneficial ownership, except to the extent of their pecuniary interest therein.

- (4) Held by Prospect Associates II, L.P. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D. and Russell C. Hirsch, M.D., Ph.D., the managing members of Prospect Management Co. II, LLC, the General Partner of Prospect Associates II, L.P., share voting and investment power over the shares held by Prospect Associates II, L.P., but disclaim beneficial ownership, except to the extent of their pecuniary interest therein.
- (5) Held by Prospect Venture Partners II, L.P. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D. and Russell C. Hirsch, M.D., Ph.D., the managing members of Prospect Management Co. II, LLC, the General Partner of Prospect Venture Partners II, L.P., share voting and investment power over the shares held by Prospect Venture Partners II, L.P., but disclaim beneficial ownership, except to the extent of their 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.

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