

AVEO PHARMACEUTICALS INC
 Form 4
 December 17, 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
12/13/2012

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

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/27/2012		J	A	13,540	\$ 0	100,501 ⁽¹⁾ D
Common Stock	07/27/2012		J	D	13,540	\$ 0	15,010 ⁽²⁾ I
Common Stock	12/13/2012		P	A	12,971	\$ 6.7492	113,472 D

Held by Raju Kucherlapati Grantor Retained Annuity Trust No.1 ⁽³⁾

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Common Stock	12/13/2012	P	2,029	A	\$ 6,6488	115,501	D	
Common Stock						19,053	I	Held as custodian ⁽⁴⁾
Common Stock						42,078	I	Held c/f David Kucherlapati ⁽⁵⁾
Common Stock						3,773	I	Held as Custodian FBO David Kucherlapati UTMA MA until age 21 ⁽⁶⁾

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 Owned Following Reporting Date (Instr. 6)
				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	X			

CAMBRIDGE, MA 02139

Signatures

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

12/17/2012

__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) The increase of shares of directly held common stock was due to a distribution from the Raju Kucherlapati Grantor Retained Annuity Trust No. 1 to the reporting person on July 27, 2012.
- (2) The decrease of shares of indirectly held common stock was due to a distribution from the Raju Kucherlapati Grantor Retained Annuity Trust No. 1 to the reporting person on July 27, 2012.
- (3) 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.
- (4) 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.
- (5) The reporting person disclaims beneficial ownership over all shares held c/f David Kucherlapati, except to the extent of his pecuniary interest therein.
- (6) 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.

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