#### YOUNG ROBERT C

Form 4

August 22, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

YOUNG ROBERT C Symbol

AVEO PHARMACEUTICALS INC

(Check all applicable)

[AVEO]

(Month/Day/Year)

(Last) (First) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner Officer (give title

\_ Other (specify

C/O AVEO PHARMACEUTICALS, 08/18/2011

(Middle)

INC., 75 SIDNEY STREET

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CAMBRIDGE, MA 02139

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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)
Common Stock	08/18/2011		M	4,361	A	\$ 7.44	5,611	D	
Common Stock	08/18/2011		S	4,361	D	\$ 15.7639	1,250	D	
Common Stock	08/18/2011		M	2,139	A	\$ 7.44	3,389	D	
Common Stock							1,000	I (1)	by Spouse

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. Transactic Code (Instr. 8)	5. Number out 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 or Number of Shares
Stock Option (right to buy)	\$ 7.44	08/18/2011		M	4,361	08/01/2010(2)	06/16/2020	Common Stock	4,361
Stock Option (right to buy)	\$ 7.44	08/18/2011		M	2,139	08/01/2010(2)	06/16/2020	Common Stock	2,139

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YOUNG ROBERT C C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET CAMBRIDGE, MA 02139



## **Signatures**

/s/ Joseph D. Vittiglio, attorney-in-fact 08/22/2011

\*\*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).

**(1)** 

Reporting Owners 2

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- ) These shares are held by Dr. Young's spouse. Dr. Young disclaims beneficial ownership over all such shares, except to the extent of his pecuniary interest therein.
- (2) This option vests in twelve equal monthly installments, with the first tranche vesting on August 1, 2010.

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.