

AVEO PHARMACEUTICALS INC
 Form 4
 May 30, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
05/29/2013

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	(D)	Price		
Common Stock	12/31/2012		G ⁽¹⁾	V	19,053	D	\$ 0	0	I	Held as custodian ⁽²⁾
Common Stock	12/31/2012		G ⁽¹⁾	V	42,078	D	\$ 0	0	I	Held c/f David Kucherlapati ⁽³⁾
Common Stock	12/31/2012		G ⁽¹⁾	V	3,773	D	\$ 0	0	I	Held as Custodian FBO David Kucherlapati UTMA MA

Common Stock	12/31/2012	G ⁽¹⁾	V	64,904	A	\$ 0	64,904	I	until age 21 (4) By son
Common Stock							115,501	D	
Common Stock							15,010	I	Held by Raju Kucherlapati Grantor retained Annuity Trust No. 1 (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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.59	05/29/2013		A	12,500	07/01/2013 ⁽⁶⁾ 05/29/2023	Common Stock	12,500

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

05/30/2013

__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) This transaction involved a transfer of securities by a trust, of which the reporting person is the custodian, to the reporting person's son, who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

(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.

(5) 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.

(6) This option vests in twelve equal monthly installments, with the first tranche vesting on July 1, 2013.

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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