

HA NGOC TUAN
Form 4
December 14, 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 *
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)
12/12/2012

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	09/14/2012		J		33,793	A (1)	\$ 0 239,640 (2)	D	
Common Stock	09/14/2012		J		33,793	D (3)	\$ 0 118,187	I	Held by GRAT (4)
Common Stock	12/12/2012		P		60,900	A	\$ 6.6062 300,540	D	
Common Stock	12/13/2012		P		14,100	A	\$ 6.8537 314,640	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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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

12/14/2012

__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 Tuan Ha-Ngoc 2009 GRAT to the reporting person on September 14, 2012.
- (2) Includes 1208 shares acquired on June 30, 2012 under the AVEO Pharmaceuticals, Inc. Employee Stock Purchase Plan.
- (3) The decrease of shares of indirectly held common stock was due to a distribution from the Tuan Ha-Ngoc 2009 GRAT to the reporting person on September 14, 2012.

- (4) Shares are held by Gabriel Schmergel, Trustee, or his successor in trust, of the Tuan Ha-Ngoc 2009 GRAT. Mr. Schmergel is trustee of 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.

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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.