

AVEO PHARMACEUTICALS INC
 Form 4/A
 February 09, 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)
 03/15/2011

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)
 03/16/2011

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	08/30/2010		J	14,142	\$ 0	D	
				<u>A</u> (1)			
Common Stock	08/30/2010		J	14,142	\$ 0	I	Held by Raju Kucherlapati Grantor Retained Annuity Trust No. 1
				<u>D</u> (2)			<u>(3)</u>
Common Stock	03/15/2011		P	15,000	\$ 14.4365	D	
				<u>A</u>	<u>(5)</u>		

(4)

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 Beneficially Owned Following Reported Transaction (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 CAMBRIDGE, MA 02139	X			

Signatures

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

02/09/2012

**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 Kucherlapti Grantor Retained Annuity Trust No.1 to the reporting person on 08/30/2010. This transaction was not reported on the reporting person's original Form 4.
- (2) The decrease of shares of indirectly held common stock was due to a distribution from the Raju Kucherlapti Grantor Retained Annuity Trust No.1 to the reporting person on 08/30/2010. This transaction was not reported on the reporting person's original Form 4.

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- Held by the Raju Kucherlapati Grantor Retained Annuity Trust No.1, of which the reporting person is the trustee and exercises sole
- (3) 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.

- The price reported in this Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$14.01 to \$14.85, inclusive. The reporting person undertakes to provide AVEO Pharmaceuticals, Inc., any security holder of AVEO
- (4) Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.

- (5) The number of shares was incorrectly reported on the reporting person's original Form 4 filed on 03/16/2011.

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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