

Cole Douglas G.
Form 4
March 18, 2010

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 *
Cole Douglas G.

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)

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

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

03/17/2010

(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)
Common Stock	03/17/2010		C	43,846 A <u>(1)</u>	43,846	I	By AGTC Advisors Fund, L.P. ⁽³⁾
Common Stock	03/17/2010		C	5,713 A <u>(2)</u>	49,559	I	By AGTC Advisors Fund, L.P. ⁽³⁾
Common Stock	03/17/2010		C	725,384 A <u>(1)</u>	774,943	I	By Applied Genomic Technology Capital Fund, L.P. ⁽⁴⁾

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Common Stock	03/17/2010		C	94,531	A	<u>(2)</u>	869,474	I	By Applied Genomic Technology Capital Fund, L.P. <u>(4)</u>
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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)	
					V	(A) (D)		Date Exercisable	Expiration Date
Series B Convertible Preferred Stock	<u>(1)</u>	03/17/2010		C		175,385	<u>(1)</u>	<u>(1)</u>	Common Stock 43,84
Series D Convertible Preferred Stock	<u>(2)</u>	03/17/2010		C		22,855	<u>(2)</u>	<u>(2)</u>	Common Stock 5,713
Series B Convertible Preferred Stock	<u>(1)</u>	03/17/2010		C		2,901,538	<u>(1)</u>	<u>(1)</u>	Common Stock 725,38
Series D Convertible Preferred Stock	<u>(2)</u>	03/17/2010		C		378,126	<u>(2)</u>	<u>(2)</u>	Common Stock 94,53

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Cole Douglas G.
C/O AVEO PHARMACEUTICALS, INC. X
75 SIDNEY STREET
CAMBRIDGE, MA 02139

Signatures

/s/ Douglas G.

Cole 03/18/2010

Signature of Date
Reporting Person

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 Series B Convertible Preferred Stock converted into Common Stock on a 1-for-0.25 basis and had no expiration date.
- (2) The Series D Convertible Preferred Stock converted into Common Stock on a 1-for-0.25 basis and had no expiration date.

Held by AGTC Advisors Fund, L.P.; NewcoGen Group, Inc. ("NewcoGen Inc.") is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Advisors Fund, L.P. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc.

- (3) ("Flagship Inc."). Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Inc. and may be deemed to have beneficial ownership with respect to all shares held by AGTC Advisors Fund, L.P. Dr. Cole disclaims beneficial ownership over shares held by AGTC Advisors Fund, L.P.

Held by Applied Genomic Technology Capital Fund, L.P.; NewcoGen Inc. is the general partner of AGTC Partners, L.P., which is the general partner of Applied Genomic Technology Capital Fund, L.P. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Inc.

- (4) Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Inc. and may be deemed to have beneficial ownership with respect to all shares held by Applied Genomic Technology Capital Fund, L.P. Dr. Cole disclaims beneficial ownership over shares held by Applied Genomic Technology Capital Fund, L.P.

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.