

HA NGOC TUAN
Form 4
January 30, 2012

FORM 4

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

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

OMB APPROVAL

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(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)

(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

01/26/2012

President & CEO

(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	09/08/2011		J	Amount (A) (1) \$ 0	103,741 (5)	D	
Common Stock	09/08/2011		J	Amount (D) (2) \$ 0	151,980	I	Held by GRAT (3)
Common Stock	01/26/2012		S(4)	Amount (D) \$ 13.3658	99,639 (6)	D	
Common Stock					151,980	I	Held by GRAT (3)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
HA NGOC TUAN C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET CAMBRIDGE, MA 02139	X		President & CEO	

Signatures

/s/ Joseph D. Vittiglio,
attorney-in-fact

01/30/2012

__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 Tuan Ha-Ngoc 2009 GRAT to the reporting person on 09/08/2011.

(2) The decrease of shares of indirectly held common stock was due to a distribution from Tuan Ha-Ngoc 2009 GRAT to the reporting person on 09/08/2011.

(3) 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.

(4)

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The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2011, which was implemented to cover taxable events related to the partial vesting of certain restricted stock.

- (5) Includes 988 shares acquired on June 30, 2011 under the AVEO Pharmaceuticals, Inc. Employee Stock Purchase Plan.
- (6) Includes 511 shares acquired on December 31, 2011 under the AVEO Pharmaceuticals, Inc. Employee Stock Purchase Plan.

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.