

AVEO PHARMACEUTICALS INC

Form 4

February 21, 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

OMB
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(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)

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

C/O AVEO PHARMACEUTICALS,
INC., 75 SIDNEY 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

(Street)

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 Ownership (Instr. 4)
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Common Stock	02/17/2012		P	5,000 A \$ 13.8684	86,961 ⁽¹⁾	D	Held by Raju Kucherlapati
Common Stock					28,550 ⁽¹⁾	I	Grantor retained Annuity Trust No.1 ⁽²⁾
Common Stock					19,053	I	Held as custodian ⁽³⁾

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Common Stock	42,078	I	Held c/f David Kucherlapati (4)
Common Stock	3,773	I	Held as Custodian FBO David Kucherlapati UTMA MA until age 21 (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)	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
KUCHERLAPATI RAJU S C/O AVEO PHARMACEUTICALS, INC. 75 SIDNEY STREET CAMBRIDGE, MA 02139	X

Signatures

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

02/21/2012

__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) Reflects a distribution of 7,308 shares from the Raju Kucherlapati Grantor Retained Annuity Trust No. 1 to the reporting person on 8/22/2011.
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.
- (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)

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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