HA NGOC TUAN Form 4

October 14, 2010

OMB APPROVAL

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

OMB 3235-0287 Number:

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

January 31,

Form 4 or Form 5 obligations

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

SECURITIES

response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

HA NGOC TUAN

Symbol

(Check all applicable)

AVEO PHARMACEUTICALS INC

[AVEO]

_X__ Director 10% Owner

3. Date of Earliest Transaction

(Middle)

(Month/Day/Year)

Other (specify X_ Officer (give title below)

C/O AVEO PHARMACEUTICALS, 10/12/2010

(Street)

(First)

Chief Executive Officer

INC., 75 SIDNEY STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Issuer

CAMBRIDGE, MA 02139

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year) TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4)

Price Code V Amount (D)

Common 10/12/2010 J 217 \$0 57,295 D (1) Stock

Common Held by I 170,329 GRAT (2) Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
					Exercisal		Date		tle Number of		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps						
	Director	10% Owner	Officer	Other			

HA NGOC TUAN C/O AVEO PHARMACEUTICALS, INC. **75 SIDNEY STREET** CAMBRIDGE, MA 02139

Chief Executive Officer

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Signatures

/s/ Joseph D. Vittiglio, 10/14/2010 attorney-in-fact

**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).
- The reporting person is a limited partner of the Venrock Entrepreneurs Fund III, L.P. (the "Limited Partnership"). On October 12, 2010, **(1)** the reporting person received a pro-rata partnership distribution of Issuer common stock held directly by the Limited Partnership.
- 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 pecurniary interest therein.

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.

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