

EVNIN ANTHONY B
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 *
EVNIN ANTHONY B

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)

C/O VENROCK, 530 FIFTH AVENUE, 22ND FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2010

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

NEW YORK, NY 10036

(City) (State) (Zip)

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

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)
				Code V	Amount or (D) Price		
Common Stock	03/17/2010		C	(3)	725,924	A	By Funds (6)
Common Stock	03/17/2010		C	(4)	720,521	A	By Funds (7)
Common Stock	03/17/2010		C	(5)	200,514	A	By Funds (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	(1)	03/17/2010		C	2,903,704	(2) (2)	Common Stock 725,923 (3)
Series B Convertible Preferred Stock	(1)	03/17/2010		C	2,882,089	(2) (2)	Common Stock 720,521 (4)
Series D Convertible Preferred Stock	(1)	03/17/2010		C	802,062	(2) (2)	Common Stock 200,511 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVNIN ANTHONY B C/O VENROCK 530 FIFTH AVENUE, 22ND FLOOR NEW YORK, NY 10036	X			

Signatures

/s/ Anthony B. Evnin 03/18/2010

**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).

Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series D Convertible Preferred Stock (1) automatically converted into shares of common stock on a 0.25 for 1 basis immediately upon the closing of the Issuer's initial public offering.

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- (2) These securities are preferred stock of the Issuer and do not have an expiration date. These securities automatically converted into shares of common stock upon the closing of the Issuer's initial public offering.

The shares, on a post conversion basis, are held as follows: 130,666 shares held by Venrock Associates ("VA"), 580,740 shares held by Venrock Associates III, L.P. ("VA3") and 14,518 shares held by Venrock Entrepreneurs Fund III, L.P. ("VEF3"). Dr. Evnin is a general partner of VA. Venrock Management III, LLC ("VM3") is the sole general partner of VA3. VEF Management III, LLC ("VEFM3") is the

- (3) sole general partner of VEF3. Dr. Evnin is a member of VM3 and VEFM3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

The shares, on a post conversion basis, are held as follows: 129,694 shares held by VA, 576,417 shares held by VA3 and 14,410 shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

- (4) The shares, on a post conversion basis, are held as follows: 36,092 shares held by VA, 160,412 shares held by VA3 and 4,010 shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

The shares, on a post conversion basis, are held as follows: 36,092 shares held by VA, 160,412 shares held by VA3 and 4,010 shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

- (5) The shares are held as follows: 130,666 shares held by VA, 580,740 shares held by VA3 and 14,518 shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

The shares are held as follows: 260,360 shares held by VA, 1,157,157 shares held by VA3 and 28,928 shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

- (6) The shares are held as follows: 296,452 shares held by VA, 1,317,569 shares held by VA3 and 32,938 shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

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- (7) The shares are held as follows: 296,452 shares held by VA, 1,317,569 shares held by VA3 and 32,938 shares held by VEF3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA, VA3, VEF3, VM3 and VEFM3, except to the extent of his indirect pecuniary interest therein. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, except to the extent of their indirect pecuniary interest therein.

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- (8) 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.

Explanation of Responses: