

AVEO PHARMACEUTICALS INC
 Form 4
 June 26, 2013

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 *
BAILEY MICHAEL P

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 AVEO PHARMACEUTICALS, INC., 75 SIDNEY STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Commercial Officer

CAMBRIDGE, MA 02139

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

(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)	
				(A) or (D)	Amount or Price			
Common Stock	06/26/2013		A ⁽¹⁾		40,000	A	\$ 0 104,049	D

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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right-to-buy)	\$ 2.51	06/26/2013		A		120,000		07/01/2014 ⁽²⁾	06/26/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

BAILEY MICHAEL P
C/O AVEO PHARMACEUTICALS, INC.
75 SIDNEY STREET
CAMBRIDGE, MA 02139

Director 10% Owner Officer Other

Chief Commercial Officer

Signatures

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

06/26/2013

__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 shares underlying such award are subject to a right of repurchase by the issuer under specified circumstances, including upon the cessation of employment, which repurchase right lapses based upon the achievement of certain strategic performance objectives, as determined by the issuer's compensation committee.
- (2) These options vest and become exercisable over a period of two years, with 40% becoming exercisable on July 1, 2014 and the remaining 60% becoming exercisable on July 1, 2015, provided that the applicable executive officer continues to be employed by the issuer as of the applicable vesting date.

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.