

Cole Douglas G.
Form 4/A
March 22, 2011

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 *
Cole Douglas G.

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)
03/17/2010

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

C/O AVEO PHARMACEUTICALS, INC., 75 SIDNEY STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/18/2010

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	03/17/2010 ⁽¹⁾		C	725,384 A <u>(2)</u>	725,384 ⁽³⁾	I	by Applied Genomic Technology Capital Fund, L.P. ⁽⁴⁾
Common Stock	03/17/2010 ⁽¹⁾		C	94,531 A <u>(5)</u>	819,915 ⁽³⁾	I	by Applied Genomic Technology Capital Fund, L.P. ⁽⁴⁾

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subsidiary of Flagship Ventures Management, Inc. ("Flagship"). Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Inc. and they may be deemed to have beneficial ownership with respect to all shares held by Applied Genomic Technology Capital Fund, L.P. The reporting person disclaims beneficial ownership over shares held by Applied Genomic Technology Capital Fund, L.P.

(5) The Series D Convertible Preferred Stock converted into Common Stock on a 1-for-0.25 basis and had no expiration date.

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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