

STEINMETZ MICHAEL
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 *
MPM BIOVENTURES II QP LP

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
____ Officer (give title below) Other (specify below)
Former 10% Stockholder

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(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

BOSTON, MA 02116

(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)
Common Stock	03/17/2010		C	(A) 1,037,036 (3)	(2) 1,037,036	I	See Footnote (6)
Common Stock	03/17/2010		C	(A) 977,850 (4)	(2) 2,014,886	I	See Footnote (7)
Common Stock	03/17/2010		C	(A) 194,075 (5)	(2) 2,208,961	I	See Footnote (8)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(2)	03/17/2010		C	4,148,148	(1) (1)	Common Stock	1,037,800 (3)	
Series B Convertible Preferred Stock	(2)	03/17/2010		C	3,911,405	(1) (1)	Common Stock	977,800 (4)	
Series D Convertible Preferred Stock	(2)	03/17/2010		C	776,307	(1) (1)	Common Stock	194,000 (5)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% Stockholder
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% Stockholder
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR				Former 10% Stockholder

BOSTON, MA 02116

MPM ASSET MANAGEMENT INVESTORS 2002 BVII LLC
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10%
 Stockholder

MPM BIOVENTURES GMBH & CO PARALLEL
 BETEILIGUNGS KG
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10%
 Stockholder

MPM ASSET MANAGEMENT II LP
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10%
 Stockholder

EVNIN LUKE
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10%
 Stockholder

GADICKE ANSBERT
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10%
 Stockholder

STEINMETZ MICHAEL
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10%
 Stockholder

WHEELER KURT
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Former 10%
 Stockholder

Signatures

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P. /s/ Luke Evnin

03/17/2010

__Signature of Reporting Person

Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P. /s/ Luke Evnin

03/17/2010

__Signature of Reporting Person

Date

By Luke Evnin, manager of MPM Asset Management II LLC /s/ Luke Evnin

03/17/2010

__Signature of Reporting Person

Date

By Luke Evnin, manager of MPM Asset Management Investors 2002 BVII LLC /s/ Luke Evnin

03/17/2010

__Signature of Reporting Person

Date

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By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the special limited partner of MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG /s/ Luke Evnin	03/17/2010
__Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin	03/17/2010
__Signature of Reporting Person	Date
/s/ Luke Evnin	03/17/2010
__Signature of Reporting Person	Date
/s/ Ansbert Gadicke	03/17/2010
__Signature of Reporting Person	Date
/s/ Michael Steinmetz	03/17/2010
__Signature of Reporting Person	Date
/s/ Kurt Wheeler	03/17/2010
__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).
- (1) 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.
- Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series D Convertible Preferred Stock
- (2) 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.
- The shares, on a post-conversion basis, are held as follows: 701,037 by MPM BioVentures II-QP, L.P. ("BV II QP"), 77,259 by MPM BioVentures II, L.P. ("BV II"), 11,926 by MPM Asset Management Investors 2002 BVII LLC ("AM 2002") and 246,814 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset
- (3) Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the investment managers of AM II LLC and AM 2002. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
- The shares, on a post-conversion basis, are held as follows: 661,027 by BV II QP, 72,850 by BV II, 11,245 by AM 2002 and 232,728 by
- (4) BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
- The shares, on a post-conversion basis, are held as follows: 131,196 by BV II QP, 14,458 by BV II, 2,231 by AM 2002 and 46,190 by
- (5) KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
- (6) The shares are held as follows: 701,037 by BV II QP, 77,259 by BV II, 11,926 by AM 2002 and 246,814 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
- (7) The shares are held as follows: 1,362,064 by BV II QP, 150,109 by BV II, 23,171 by AM 2002 and 479,542 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
- (8) The shares are held as follows: 1,493,260 by BV II QP, 164,567 by BV II, 25,402 by AM 2002 and 525,732 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

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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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