

EATON VANCE CORP
 Form 4
 November 05, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
FAUST THOMAS E JR

(Last) (First) (Middle)

**THE EATON VANCE
 BUILDING, 255 STATE STREET**

(Street)

BOSTON, MA 021092617

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EATON VANCE CORP [EV]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Eaton Vance Corp. Non-voting Common Stock	11/03/2008		A ⁽¹⁾	V	630	A	\$ 22,159,688	D
Eaton Vance Corp. Common Stock (Voting)					74,277	I		By Voting Trust ⁽²⁾
Eaton Vance Corp.					2,000	I		By Custodian

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Non-voting Common Stock						For Children
Eaton Vance Corp. Non-voting Common Stock				223,080	I	Stock Option Income Deferral ⁽³⁾
Voting Trust Receipt ⁽⁴⁾				74,277	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)

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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 21.99	11/03/2008		A		⁽⁵⁾	11/03/2018	Eaton Vance Corp. Non-voting Common Stock	238,100
Option (right to buy)	\$ 8.6					⁽⁶⁾	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	108,400
Option (right to buy)	\$ 12.27					⁽⁷⁾	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	241,800

Option (right to buy)	\$ 14.34	<u>(8)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	270,82
Option (right to buy)	\$ 14.55	<u>(9)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	307,12
Option (right to buy)	\$ 17.51	<u>(10)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	316,89
Option (right to buy)	\$ 21.96	<u>(11)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	273,20
Option (right to buy)	\$ 24.87	<u>(12)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	221,60
Option (right to buy)	\$ 30.11	<u>(13)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	210,80
Option (right to buy)	\$ 48.39	<u>(14)</u>	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	279,40

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

FAUST THOMAS E JR
 THE EATON VANCE BUILDING X CEO
 255 STATE STREET
 BOSTON, MA 021092617

Signatures

By: Katie McManus, Attorney
 in Fact 11/05/2008

__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 shares were acquired under the 1986 Employee Stock Purchase Plan, which is a 16b-3 plan.
 All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Thomas E. Faust, Duncan Richardson, Jeffrey P. Beale, Lisa Jones, G. West Saltonstall, Payson Swaffield, Robert J. Whelan, Matthew J. Witkos, Maureen
- (2) Gemma, Fredrick Marius, Cynthia Clemson, Michael R. Mach, Robert MacIntosh, Thomas M. Metzold, Scott H. Page, Judith Saryan, Michael Weilheimer, Walter Row are the Voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
- (3) Shares credited under the company's Stock Option Income Deferral Plan.
- (4) A Voting Trust Receipt represents a share of Voting Common Stock.
- (5) Granted on November 3, 2008 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (6) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
- (7) Granted on 11/1/2000 these options vest 21% on 11/1/2001, 11/2/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004
- (8) Granted on 11/1/2001 these options vest 20.5% on 11/1/2002 , 11/1/2003 , 11/2/2004 , 11/1/2006 and 18% on 11/1/2005
- (9) Granted on 11/1/2002 these options vest 20.5% on 11/1/2003 , 11/1/2004, 11/1/2005 , 11/1/2007 and 18% on 11/1/2006
- (10) Granted on 11/3/2003 these options vest 20.3% on 11/3/2004 , 11/3/2005, 11/3/2006, 11/3/2008 and 19% on 11/3/2007.
- (11) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (12) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (13) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (14) Granted on November 1, 2007 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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.