EATON VANCE CORP

Form 4

Stock

Corp.

Stock

Eaton Vance

Non-voting

Common

November 03, 2006

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HYLTON LAURIE G Issuer Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify THE EATON VANCE 11/01/2006 below) below) **BUILDING. 255 STATE STREET** VP & Chief Accounting Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 021092617 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Eaton Vance Corp. Non-voting 76,823 D Common

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

By Custodian

For Child

200

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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)	Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			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 or Number of Shares
Option (right to buy)	\$ 30.11	11/01/2006		A	31,100		<u>(1)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	31,100
Option (right to buy)	\$ 8.59						(2)	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	40,000
Option (right to buy)	\$ 12.27						(3)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 14.34						<u>(4)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	41,600
Option (right to buy)	\$ 14.55						<u>(5)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	44,800

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Option (right to buy)	\$ 17.51	<u>(6)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	\$ 21.96	<u>(7)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	\$ 24.87	(8)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	34,300

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HYLTON LAURIE G THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617

VP & Chief Accounting Officer

Signatures

By: Katie McManus, Attorney in Fact 11/03/2006

**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) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (2) Granted on November 1, 1999, these options vest over 5 years starting in 2000 in increments of 13.33%, 13.33%, 13.33%, 30%, and 30% respectively.
- (3) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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