EATON VANCE CORP

Form 5

December 06, 2006

FORM 5

OMB APPROVAL

3235-0362

1.0

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

Number: January 31,

OMB

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

Transactions Reported

1. Name and Address of Reporting Person * SMITH WINTHROP H JR

(First)

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to Issuer

Symbol

EATON VANCE CORP [EV]

(Check all applicable)

(Last)

(Middle)

3. Statement for Issuer's Fiscal Year Ended

X Director 10% Owner

(Month/Day/Year)

10/31/2006

Officer (give title Other (specify below) below)

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Reporting

(check applicable line)

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

BOSTON, MAÂ 021092617

X Form Filed by One Reporting Person Form Filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City)

1. Title of

Security

(Instr. 3)

(State)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Zip)

(Month/Day/Year) Execution Date, if

4. Securities Transaction

5. Amount of Securities Beneficially

6. Ownership Form: Direct (D) or

7. Nature of Indirect Beneficial Ownership

Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

of Issuer's Fiscal Year

Owned at end

Indirect (I) (Instr. 4) (Instr. 4)

or

Amount (D) Price

(A)

(Instr. 3 and 4)

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;	

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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 18.99	Â	Â	Â	Â	Â	(1)	04/14/2014	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 25.39	Â	Â	Â	Â	Â	(1)	12/17/2014	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 27.58	Â	Â	Â	Â	Â	(1)	12/16/2015	Eaton Vance Corp. Non-voting Common Stock	8,200

Reporting Owners

Reporting Owner Name / Address	Keiationships						
•	Director	10% Owner	Officer	Other			
SMITH WINTHROP H JR THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	ÂX	Â	Â	Â			

Signatures

By: Katie McManus, Attorneyin- fact 12/05/2006

**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).

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(1) These options vest over a 4 year period at 25% per year.

Reporting Owners 2

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