EATON VANCE CORP

Form 4

November 04, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16.

Check this box

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EATON VANCE CORP [EV]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

(Check all applicable)

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

> (Street) 4. If Amendment, Date Original

11/03/2008

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check 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 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Number	6. Date Exercisable and Expiration	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Option (right to buy)	\$ 21.99	11/03/2008		A	5,800		11/03/2008	11/03/2018	Eaton Vance Corp. Non-voting Common Stock	5,
Phantom Stock	(1)	11/03/2008		A	2,200		11/03/2010 <u>(1)</u>	11/03/2010 <u>(1)</u>	Eaton Vance Corp. Non-voting Common Stock	2,
Option (right to buy)	\$ 18.99						<u>(2)</u>	04/14/2014	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	\$ 25.39						<u>(2)</u>	12/17/2014	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	\$ 27.58						<u>(2)</u>	12/16/2015	Eaton Vance Corp. Non-voting Common Stock	8,
Option (right to buy)	\$ 30.11						11/01/2006	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	8,
Option (right to	\$ 48.39						11/01/2007	11/01/2017	Eaton Vance	6,

buy)

Corp.
Non-voting
Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH WINTHROP H JR THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617



Signatures

By: Katie McManus, Attorney-in-fact

11/04/2008

**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) Each share of Phantom Stock is the economic equivalent of one share of non-voting common stock. The shares of Phantom Stock become payable in cash at the earlier of the second anniversary of the grant date or the date of the non-employee director's termination.
- (2) These options vest over a 4 year period at 25% per year.

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.

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