

EATON VANCE CORP  
Form 4  
November 05, 2008

**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 \*  
RICHARDSON DUNCAN W

(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)  
Executive Vice President

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 or Disposed of (A) or (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 Indirect Beneficial Ownership (Instr. 4)
Eaton Vance Corp. Non-voting Common Stock	05/01/2008		A <sup>(1)</sup>	V 379 A	\$ 36.6 486,059	D	
Eaton Vance Corp. Non-voting Common Stock	11/03/2008		A <sup>(1)</sup>	V 630 A	\$ 22 486,689	D	
Eaton Vance Corp.					44,566	I	By Voting Trust <sup>(2)</sup>

Common  
Stock  
(Voting)

Voting Trust  
Receipt <sup>(3)</sup>

44,566 D

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
Option (right to buy)	\$ 21.99	11/03/2008		A	142,900	<sup>(4)</sup> 11/03/2018	Eaton Vance Corp. Non-voting Common Stock 142,900
Option (right to buy) <sup>(5)</sup>	\$ 8.59					<sup>(6)</sup> 11/01/2009	Eaton Vance Corp. Non-voting Common Stock 72,000
Option (right to buy) <sup>(5)</sup>	\$ 12.27					<sup>(7)</sup> 11/01/2010	Eaton Vance Corp. Non-voting Common Stock 200,000
Option (right to buy) <sup>(5)</sup>	\$ 14.34					<sup>(8)</sup> 11/01/2011	Eaton Vance Corp. Non-voting Common Stock 250,000

Option (right to buy) <sup>(5)</sup>	\$ 14.55	<u>(9)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	282,600
Option (right to buy) <sup>(5)</sup>	\$ 17.51	<u>(10)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	273,000
Option (right to buy)	\$ 21.96	<u>(11)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	259,600
Option (right to buy)	\$ 24.87	<u>(12)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	210,500
Option (right to buy)	\$ 30.11	<u>(13)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	200,800
Option (right to buy)	\$ 48.39	<u>(14)</u>	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	139,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDSON DUNCAN W THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			Executive Vice President	

## 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 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.
- (2)
- (3) A Voting Trust Receipt represents a share of Voting Common Stock.
- (4) Granted on November 3, 2008 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (5) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (6) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (9) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (10) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (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.