

EATON VANCE CORP
 Form 5
 December 10, 2008

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BEALE JEFFREY P
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Administrative Officer

THE EATON VANCE BUILDING, 255 STATE STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2008

BOSTON, MA 021092617
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Eaton Vance Corp. Non-voting Common Stock | 10/31/2008 | 01/24/2005 | G | 2,000 (1) D \$ 0 | 125,861.32 | D | Â |
| Eaton Vance Corp. Non-voting Common Stock | 10/31/2008 | 12/01/2006 | G | 2,000 (2) D \$ 0 | 123,861.32 | D | Â |

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| | | | | | | | | | |
|---|------------|------------|---|--------------------|---|------|------------|---|--------------------------------|
| Eaton Vance Corp. Non-voting Common Stock | 10/31/2008 | 12/31/2006 | G | 300 ⁽²⁾ | D | \$ 0 | 123,561.32 | D | Â |
| Eaton Vance Corp. Common Stock (Voting) | Â | Â | Â | Â | Â | Â | 29,389 | I | By Voting Trust ⁽³⁾ |
| Voting Trust Receipt ⁽⁴⁾ | Â | Â | Â | Â | Â | Â | 29,389 | D | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Option (right to buy) | \$ 8.59 | Â | Â | Â | Â Â Â ⁽⁵⁾ | 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock | 28,000 |
| Option (right to buy) | \$ 12.27 | Â | Â | Â | Â Â Â ⁽⁶⁾ | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 80,000 |
| Option (right to buy) | \$ 14.34 | Â | Â | Â | Â Â Â ⁽⁷⁾ | 11/01/2011 | Eaton Vance Corp. | 76,400 |

| Option (right to buy) | \$ 14.55 | Â | Â | Â | Â | Â | Â | Â <u>(8)</u> | 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock | 82,400 |
|-----------------------------|----------|---|---|---|---|---|---|---------------|------------|--|--------|
| Option (right to buy) | \$ 17.51 | Â | Â | Â | Â | Â | Â | Â <u>(9)</u> | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 84,600 |
| Option (right to buy) | \$ 21.96 | Â | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 68,400 |
| Option (right to buy) | \$ 24.87 | Â | Â | Â | Â | Â | Â | Â <u>(11)</u> | 11/01/2015 | Eaton Vance Corp. Non-voting Common Stock | 58,200 |
| Option (right to buy) | \$ 30.11 | Â | Â | Â | Â | Â | Â | Â <u>(12)</u> | 11/01/2016 | Eaton Vance Corp. Non-voting Common Stock | 55,200 |
| Option (right to buy) | \$ 48.39 | Â | Â | Â | Â | Â | Â | Â <u>(13)</u> | 11/01/2017 | Eaton Vance Corp. Non-voting Common Stock | 38,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEALE JEFFREY P THE EATON VANCE BUILDING | Â | Â | Â Chief Administrative Officer | Â |

255 STATE STREET
BOSTON, MA 021092617

Signatures

By: Katie McManus, Attorney
in Fact

12/10/2008

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) This gift is a Form 5 transaction for FY 2005

(2) This gift is a Form 5 transaction for FY 2006

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

(3) 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.

(4) A Voting Trust Receipt represents a share of Voting Common Stock.

(5) 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.

(6) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.

(7) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.

(8) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.

(9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.

(10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

(11) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

(12) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

(13) 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 provided 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.