

EATON VANCE CORP
 Form 5
 December 10, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 *
FAUST THOMAS E JR
 (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)
 CEO

THE EATON VANCE BUILDING, 255 STATE STREET
 (Street)

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

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

6. Individual or Joint/Group Reporting (check applicable line)

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

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)	(A) or (D)	Amount or Price	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 Indirect Beneficial Ownership (Instr. 4)
Eaton Vance Corp. Common Stock (Voting)							74,277	I	By Voting Trust ⁽¹⁾
Eaton Vance Corp. Non-voting Common							1,592,058	D	

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Stock

Eaton Vance Corp. Non-voting Common Stock	Â	Â	Â	Â	Â	Â	2,000	I	By Custodian For Children
Eaton Vance Corp. Non-voting Common Stock	Â	Â	Â	Â	Â	Â	223,080	I	Stock Option Income Deferral ⁽²⁾
Voting Trust Receipt ⁽³⁾	Â	Â	Â	Â	Â	Â	74,277	D	Â

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 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 8.6	Â	Â	Â	Â	Â	Â ⁽⁴⁾	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	108,400
Option (right to buy)	\$ 12.27	Â	Â	Â	Â	Â	Â ⁽⁵⁾	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	241,848
Option (right to buy)	\$ 14.34	Â	Â	Â	Â	Â	Â ⁽⁶⁾	11/01/2011	Eaton Vance Corp.	270,826

Option (right to buy)	Exercise Price	Expiration Date	Number of Shares	Underlying Security	Number of Shares
Option (right to buy)	\$ 14.55	11/01/2012	307,128	Eaton Vance Corp. Non-voting Common Stock	(7)
Option (right to buy)	\$ 17.51	11/03/2013	316,890	Eaton Vance Corp. Non-voting Common Stock	(8)
Option (right to buy)	\$ 21.96	11/01/2014	273,200	Eaton Vance Corp. Non-voting Common Stock	(9)
Option (right to buy)	\$ 24.87	11/01/2015	221,600	Eaton Vance Corp. Non-voting Common Stock	(10)
Option (right to buy)	\$ 30.11	11/01/2016	210,800	Eaton Vance Corp. Non-voting Common Stock	(11)
Option (right to buy)	\$ 48.39	11/01/2017	279,400	Eaton Vance Corp. Non-voting Common Stock	(12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAUST THOMAS E JR THE EATON VANCE BUILDING	X		CEO	

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).

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

(1) 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) Shares credited under the company's Stock Option Income Deferral Plan.

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

(4) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000

(5) Granted on 11/1/2000 these options vest 21% on 11/1/2001, 11/2/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004

(6) Granted on 11/1/2001 these options vest 20.5% on 11/1/2002, 11/1/2003, 11/2/2004, 11/1/2006 and 18% on 11/1/2005

(7) Granted on 11/1/2002 these options vest 20.5% on 11/1/2003, 11/1/2004, 11/1/2005, 11/1/2007 and 18% on 11/1/2006

(8) Granted on 11/3/2003 these options vest 20.3% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 19% on 11/3/2007.

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

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

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

(12) 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.