EATON VANCE CORP

Form 4

January 13, 2009

FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading O REILLY VINCENT M Issuer Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify THE EATON VANCE 01/07/2009 below) **BUILDING. 255 STATE STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) 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

				-	•		<u> </u>
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				()	Reported		
				(A)	Transaction(s)		
				or	(Instr. 3 and 4)		

Code V Amount (D) Price

Eaton Vance Corp.

Non-voting 2,473.81 D

Common Stock

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Option (right to buy)	\$ 18.14					<u>(1)</u>	12/19/2013	Eaton Vance Corp. Non-voting Common Stock	12,00
Option (right to buy)	\$ 25.39					<u>(1)</u>	12/17/2014	Eaton Vance Corp. Non-voting Common Stock	12,00
Option (right to buy)	\$ 27.58					<u>(1)</u>	12/16/2015	Eaton Vance Corp. Non-voting Common Stock	8,200
Option (right to buy)	\$ 30.11					11/01/2006	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 48.39					11/01/2007	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	6,700
Option (right to	\$ 21.99					11/03/2008	11/03/2018	Eaton Vance	5,800

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buy)

Corp.

Non-voting

Common

Stock

Phantom
Stock

Phantom
Stock

11/03/2010(2) 11/03/2010(2)

Non-voting
Common

2,200

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O REILLY VINCENT M THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617



Signatures

By: Katie McManus, Attorney in Fact

01/07/2009

**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 options vest over a 4 year period at 25% per year.
- (2) 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.

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.

Reporting Owners 3