

EATON VANCE CORP
Form 4/A
January 14, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
O REILLY VINCENT M

(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)
01/07/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
01/13/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (A) or Disposed of (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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Eaton Vance Corp. Non-voting Common Stock | 01/07/2009 | | M | 2,273 (1) | A | \$ 0 | 4,746.81 | D |
| Eaton Vance Corp. Non-voting Common Stock | 01/07/2009 | | D | 2,273 (1) | D | \$ 20.27 (2) | 2,473.81 | D |

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.

SEC 1474
(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 | Am or Nur of S |
| Option (right to buy) | \$ 21.99 | | | | | 11/03/2008 11/03/2018 | Eaton Vance Corp. Non-voting Common Stock | 5, |
| Phantom Stock | <u>(2)</u> | 01/07/2009 | | M | 2,273 | 11/03/2010 ⁽²⁾ 11/03/2010 ⁽²⁾ | Eaton Vance Corp. Non-voting Common Stock | 2, |
| Option (right to buy) | \$ 18.14 | | | | | ⁽³⁾ 12/19/2013 | Eaton Vance Corp. Non-voting Common Stock | 12 |
| Option (right to buy) | \$ 25.39 | | | | | ⁽³⁾ 12/17/2014 | Eaton Vance Corp. Non-voting Common Stock | 12 |
| Option (right to buy) | \$ 27.58 | | | | | ⁽³⁾ 12/16/2015 | Eaton Vance Corp. Non-voting Common | 8, |

