

EATON VANCE CORP  
 Form 5  
 December 06, 2006

**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 \*  
 DYNNER ALAN R

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 10/31/2006

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)  
 Voting Trustee

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)	(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)	^	^	^	^	^	^	37,116	I	By Voting Trust <sup>(1)</sup>
Eaton Vance Corp. Non-voting Common	^	^	^	^	^	^	442,163	D	^



Option (right to buy)	\$ 14.55	Â	Â	Â	Â	Â	Â	Â (7)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
Option (right to buy)	\$ 17.51	Â	Â	Â	Â	Â	Â	Â (8)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	80,600
Option (right to buy)	\$ 21.96	Â	Â	Â	Â	Â	Â	Â (9)	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 (10)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DYNNER ALAN R THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	Â	Â	Â Voting Trustee	Â

## Signatures

By: Katie McManus, Attorney  
in Fact

12/05/2006

\*\*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) All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which James B. Hawkes, Thomas E. Faust, Wharton P. Whitaker, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield, Jeffrey P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, and G. West Saltonstall are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
- (2) A Voting Trust Receipt represents a share of Voting Common Stock.

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- (3) Granted on 11/1/2002 these option vest 100% on 11/1/2006
- (4) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (5) Granted on 11/1/2000 these option vest 23% on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004
- (6) Granted on 11/1/2001 these options vest 22% 11/1/2002, 11/1/2003, 11/1/2004 11/1/2006 and 12% on 11/1/2005
- (7) Granted on 11/1/2002 these options vest 22% on 11/1/2003, 11/1/2004, 11/2/2005, 11/1/2007 and 12% on 11/1/2006
- (8) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (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%.

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.