### EATON VANCE CORP

Form 5

December 06, 2006

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HYLTON LAURIE G Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X \_ Officer (give title Other (specify 10/31/2006 below) below) THE EATON VANCE VP & Chief Accounting Officer **BUILDING. 255 STATE STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BOSTON, MAÂ 021092617 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Transaction Ownership Indirect Security Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or Price Amount (D) Eaton Vance Corp. Â Â G 200 Non-voting 05/19/2006 D \$0 76,823 D Common Stock Eaton Vance 05/19/2006 Â G 200 \$0 200 I By Custodian Corp. Non-voting For Child Common

**OMB APPROVAL** 

### Stock

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)	\$ 8.59	Â	Â	Â	Â	Â	(1)	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	40,000
Option (right to buy)	\$ 12.27	Â	Â	Â	Â	Â	(2)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 14.34	Â	Â	Â	Â	Â	(3)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	41,600
Option (right to buy)	\$ 14.55	Â	Â	Â	Â	Â	(4)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	44,800
Option (right to	\$ 17.51	Â	Â	Â	Â	Â	(5)	11/03/2013	Eaton Vance	39,800

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buy)							Corp. Non-voting Common Stock	
Option (right to buy)	\$ 21.96	Â	Â	Â	(6)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	\$ 24.87	Â	Â	Â	<u>(7)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	34,300

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
HYLTON LAURIE G						
THE EATON VANCE BUILDING	â	â	VP & Chief Accounting Officer	â		
255 STATE STREET	А	Α	A VP & Chief Accounting Officer	Α		
BOSTON, MA 021092617						

## **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) 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.
- (2) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (3) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (7) 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.

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