HYLTON LAURIE G

Form 5

December 14, 2007

FORM	5								OMB A	PPROVAL
	_	D STATE	S SECURI	TIES AND	EXCH	ANG	Е СО	MMISSION	OMB Number:	3235-036
Check this b no longer su		Wash	Washington, D.C. 20549						January 31 200	
to Section 16 Form 4 or Fo 5 obligations may continu	orm Al	NUAL S		ATEMENT OF CHANGES IN BENEF OWNERSHIP OF SECURITIES					FICIAL Estimated average burden hours per response	
See Instructi 1(b). Form 3 Hold Reported Form 4 Transactions Reported	Filed p	7(a) of the		ity Holding	Compan	ıy Ac	et of 19	Act of 1934, 935 or Sectio	n	
1. Name and Add HYLTON LA	-	Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 10/31/2007					(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify		
THE EATON BUILDING,		E STREET		, ,				elow)	below) of Accounting	•
	(Street)		4. If Amend Filed(Month	lment, Date On /Day/Year)	riginal		6.	Individual or Jo	oint/Group Rep	porting
								(chec	k applicable line	e)
BOSTON, I	MAÂ 021092	617						X_ Form Filed by _ Form Filed by I erson		
(City)	(State)	(Zip)	Table	I - Non-Deriv	ative Secu	rities	Acquir	ed, Disposed of	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	any		Deemed ution Date, if th/Day/Year)	ion Date, if Transaction Code		Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Eaton Vance					Amount	or (D)	Price	4)		
Corp. Non-voting Common Stock	Â	Â		Â	Â	Â	Â	72,924	D	Â
Eaton Vance Corp. Non-voting Common	Â	Â		Â	Â	Â	Â	1,200	I	By Custodian For Children

OMB APPROVAL

Stock

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 2270 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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)	Number		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)	\$ 12.27	Â	Â	Â	Â	Â	(1)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 14.34	Â	Â	Â	Â	Â	(2)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	41,600
Option (right to buy)	\$ 14.55	Â	Â	Â	Â	Â	(3)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	44,800
Option (right to buy)	\$ 17.51	Â	Â	Â	Â	Â	(4)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to	\$ 21.96	Â	Â	Â	Â	Â	(5)	11/01/2014	Eaton Vance	39,800

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buy)							Corp. Non-voting Common Stock	
Option (right to buy)	\$ 24.87	Â	Â	Â	(6)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	34,300
Option (right to buy)	\$ 30.11	Â	Â	Â	<u>(7)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	31,100

Reporting Owners

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

Date

Signatures

By: Katie McManus, Attorney in Fact 12/14/2007

**Signature of Reporting Person

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, 2000, these options vest over a 5 year period at 20% per year.
- (2) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (3) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (7) Granted on November 1, 2006 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.

Reporting Owners 3