EATON VANCE CORP

Form 5

December 10, 2008

FORM	5								OMB AF	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if Washington, D.C. 20549								OMB Number:	3235-0362 January 31		
no longer sul to Section 16 Form 4 or Fo 5 obligations may continue	orm AN	STATEMEN	ATEMENT OF CHANGES IN BENEF OWNERSHIP OF SECURITIES					Expires: 200 Estimated average burden hours per response 1.			
See Instruction 1(b). Form 3 Hold Reported Form 4 Transactions Reported	Filed p lings Section 1	7(a) of th	o Section 16(he Public Util h) of the Inve	ity Holding	Compan	у Ас	t of 19	act of 1934, 935 or Section	1		
Name and Add Marius Freder		Symbol						5. Relationship of Reporting Person(s) to issuer			
(Last)	(First)	(Middle) 3. Statement for Issuer's Fiscal Year (Month/Day/Year) 10/31/2008				Ended	_	(Check all applicable) Director 10% Owner X Officer (give title Other (specify			
THE EATON BUILDING,Â		STREE	Γ				be.	low) Chief	below) f Legal Officer		
	Filed(Month/Day/Year)							oint/Group Reporting			
BOSTON, N	MAÂ 021092	617						(_ Form Filed by (_ Form Filed by M			
(City)	(State)	(Zip)	Table 1	I - Non-Deriva	ative Secu	rities .	Acquir	ed, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution any	Deemed cution Date, if onth/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Eaton Vance					Amount	or (D)	Price	4)			
Corp. Common Stock (Voting)	Â	Â		Â	Â	Â	Â	18,623	I	By Voting Trust (1)	
Eaton Vance Corp. Non-voting Common	Â	Â		Â	Â	Â	Â	9,118	D	Â	

OMB APPROVAL

Stock

Voting Trust Receipt $\frac{(2)}{2}$ \hat{A} $\hat{$

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)

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 Exer Expiration I (Month/Day	Pate	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)	\$ 24.87	Â	Â	Â	Â	Â	(5)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	7,800
Option (right to buy)	\$ 30.11	Â	Â	Â	Â	Â	(6)	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	7,500
Option (right to buy)	\$ 48.39	Â	Â	Â	Â	Â	(7)	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	8,700
Option (right to buy)	\$ 18.99	Â	Â	Â	Â	Â	(3)	04/14/2014	Eaton Vance Corp. Non-voting Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Marius Frederick S

THE EATON VANCE BUILDING 255 STATE STREET

BOSTON, MAÂ 021092617

Signatures

By: Katie McManus, Attorney in Fact 12/10/2008

**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).

All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Thomas E. Faust, Duncan Richardson, Jeffrey P. Beale, Lisa Jones, G. West Saltonstall, Payson Swaffield, Robert J. Whelan, Matthew J. Witkos, Maureen

- (1) Gemma, Fredrick Marius, Cynthia Clemson, Michael R. Mach, Robert MacIntosh, Thomas M. Metzold, Scott H. Page, Judith Saryan, Michael Weilheimer, Walter Row 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.
- (3) These options vest over a 4 year period at 25% per year.
- (4) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (6) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (7) Granted on November 1, 2007 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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