EATON VANCE CORP

Form 5

December 10, 2008

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 Marius Frederick S 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 10/31/2008 below) below) THE EATON VANCE Chief Legal Officer **BUILDING, Â 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 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Indirect Security Transaction Acquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's (Instr. 4) Indirect (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Eaton Vance Corp. By Voting Â Â Â Â Â Â Common 18,623 I Trust (1) Stock (Voting) Â Â Â Â Â Eaton Vance Â Â 9,118 D Corp. Non-voting Common

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.

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)	\$ 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

SEC 2270

(9-02)

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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