EATON VANCE CORP

Form 4

November 05, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BEALE JEFFREY P

2. Issuer Name and Ticker or Trading Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to Issuer

EATON VANCE CORP [EV]

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction (Month/Day/Year) 11/03/2008

Director 10% Owner Other (specify _X__ Officer (give title below)

THE EATON VANCE **BUILDING, 255 STATE STREET**

(Street)

4. If Amendment, Date Original

Chief Administrative Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 021092617

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Eaton Vance Corp. Non-voting Common Stock	05/01/2008			·	379	A	\$ 36.3	131,861.32	D	
Eaton Vance Corp. Non-voting Common Stock	05/01/2008		G	V	2,000	D	\$0	129,861.32	D	
Eaton Vance Corp.	11/03/2008		A(1)	V	630	A	\$ 22	128,491.32	D	

Edgar Filing: EATON VANCE CORP - Form 4

Non-voting			
Common			
Stock			
Eaton Vance			
Corp.			D W-4'
Common	29,389	I	By Voting Trust (2)
Stock			Trust (2)
(Voting)			
Voting Trust	20, 200	ъ.	
Receipt (3)	29,389	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 21.99	11/03/2008		A	38,700	<u>(4)</u>	11/03/2018	Eaton Vance Corp. Non-voting Common Stock	38,700
Option (right to buy)	\$ 8.59					<u>(5)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	28,000
Option (right to buy)	\$ 12.27					<u>(6)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common	80,000

Edgar Filing: EATON VANCE CORP - Form 4

				Stock	
Option (right to buy)	\$ 14.34	<u>(7)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	76,400
Option (right to buy)	\$ 14.55	(8)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	82,400
Option (right to buy)	\$ 17.51	<u>(9)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	84,600
Option (right to buy)	\$ 21.96	(10)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400
Option (right to buy)	\$ 24.87	<u>(11)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200
Option (right to buy)	\$ 30.11	(12)	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	55,200
Option (right to buy)	\$ 48.39	(13)	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	38,400

Edgar Filing: EATON VANCE CORP - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEALE JEFFREY P THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617

Chief Administrative Officer

Signatures

By: Katie McManus, Attorney in Fact

11/05/2008

**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).
- (1) These shares were acquired under the 1986 Employee Stock Purchase Plan, which is a 16b-3 plan.
 - 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
- (2) 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.
- (3) A Voting Trust Receipt represents a share of Voting Common Stock.
- (4) Granted on November 3, 2008 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (5) 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.
- (6) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (11) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (12) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (13) 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 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 4