

EATON VANCE CORP
 Form 5
 December 06, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
WHITAKER WHARTON P
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
EATON VANCE CORP [EV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, EV Distributors

THE EATON VANCE BUILDING, 255 STATE STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

BOSTON, MA 021092617
 (City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|---|
| Eaton Vance Corp. Non-voting Common Stock | 05/01/2006 | ^ | A ⁽¹⁾ | 558 A \$ 22.38 | 1,337,836 | D | ^ |
| Eaton Vance Corp. Common Stock | ^ | ^ | ^ | ^ ^ ^ | 37,116 | I | By Voting Trust ⁽²⁾ |

(Voting)

| | | | | | | | | | |
|---|---|---|---|---|---|---|--------|---|---|
| Eaton Vance Corp. Non-voting Common Stock | Â | Â | Â | Â | Â | Â | 64,789 | I | Stock Option Income Deferral ⁽³⁾ |
| Voting Trust Receipt ⁽⁴⁾ | Â | Â | Â | Â | Â | Â | 37,116 | D | Â |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 14.34 | Â | Â | Â | Â Â Â ⁽⁵⁾ | 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock | 62,426 |
| Option (right to buy) | \$ 16.01 | Â | Â | Â | Â Â Â ⁽⁶⁾ | 11/01/2007 | Eaton Vance Corp. Non-voting Common Stock | 6,872 |
| Option (right to buy) | \$ 19.26 | Â | Â | Â | Â Â Â ⁽⁷⁾ | 11/03/2008 | Eaton Vance Corp. Non-voting Common Stock | 5,710 |
| | \$ 8.6 | Â | Â | Â | Â Â Â ⁽⁸⁾ | 11/01/2009 | | 12,000 |

| | | | | | | | | | | | |
|-----------------------------|----------|---|---|---|---|---|---|--------|--|--|--------|
| Option (right to buy) | | | | | | | | | Eaton Vance Corp. Common Stock (Voting) | | |
| Option (right to buy) | \$ 12.27 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (9) | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 15,848 |
| Option (right to buy) | \$ 14.55 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (10) | 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock | 71,528 |
| Option (right to buy) | \$ 17.51 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (11) | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 65,890 |
| Option (right to buy) | \$ 21.96 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (12) | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 64,800 |
| Option (right to buy) | \$ 24.87 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (13) | 11/01/2015 | Eaton Vance Corp. Non-voting Common Stock | 58,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITAKER WHARTON P THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617 | ^ | ^ | ^ President, EV Distributors | ^ |

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) 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 James B. Hawkes, Thomas E. Faust, Wharton P. Whitaker, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield, Jeffrey P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, and G. West Saltonstall are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
- (2)
- (3) Shares credited under the company's Stock Option Income Deferral Plan.
- (4) A Voting Trust Receipt represents a share of Voting Common Stock.
- (5) Granted on 11/1/2001 these options vest 22% on 11/1/2002, 11/1/2003 , 11/1/2004, 11/1/2006 and 12% on 11/1/2005
- (6) Granted on 11/1/2002 these options vest 100% on 11/1/2006
- (7) Granted on 11/3/2003 these options vest 100% on 11/3/2007
- (8) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
- (9) Granted on 11/1/2000 these options vest 23% on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004
- (10) Grnated on 11/1/2002 these options vest 22% on 11/1/2003, 11/2/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006
- (11) Granted on 11/3/2003 these options vest 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% on 11/3/2007
- (12) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (13) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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