

EATON VANCE CORP  
Form 4  
November 29, 2007

**FORM 4**

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

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RICHARDSON DUNCAN W**

(Last) (First) (Middle)

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

(Street)

**BOSTON, MA 021092617**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/27/2007**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Eaton Vance<br>Corp.<br>Common<br>Stock<br>(Voting)   | 11/27/2007                              |                                                             | J <sup>(1)</sup>                        | 14,210 A                                                                | \$ 3.93 44,566                                                                                                     | I                                                                          | By<br>Voting<br>Trust <sup>(2)</sup>                              |
| Eaton Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 11/01/2007                              |                                                             | A                                       | V 365 A                                                                 | \$ 50.03 466,000                                                                                                   | D                                                                          |                                                                   |
| Eaton Vance<br>Corp.                                  | 11/19/2007                              |                                                             | A                                       | V 19,680 A                                                              | \$ 41.66 485,680                                                                                                   | D                                                                          |                                                                   |

Non-voting  
Common  
Stock

Voting Trust

Receipt <sup>(2)</sup> 11/27/2007 J<sup>(1)</sup> 14,210 A \$ 0 44,566 D  
<sup>(3)</sup>

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 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                                          |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                    | Amount or<br>Number of<br>Shares |
| Option<br>(right to<br>buy) <sup>(4)</sup>          | \$ 8.59                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | <sup>(5)</sup>                                                      | 11/01/2009         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 72,000                           |
| Option<br>(right to<br>buy) <sup>(4)</sup>          | \$ 12.27                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | <sup>(6)</sup>                                                      | 11/01/2010         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 200,000                          |
| Option<br>(right to<br>buy) <sup>(4)</sup>          | \$ 14.34                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | <sup>(7)</sup>                                                      | 11/01/2011         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 250,000                          |
| Option<br>(right to                                 | \$ 14.55                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | <sup>(8)</sup>                                                      | 11/01/2012         | Eaton<br>Vance                                           | 282,600                          |

|                                        |          |             |            |                                                          |                                        |  |
|----------------------------------------|----------|-------------|------------|----------------------------------------------------------|----------------------------------------|--|
| buy) <u>(4)</u>                        |          |             |            |                                                          | Corp.<br>Non-voting<br>Common<br>Stock |  |
| Option<br>(right to<br>buy) <u>(4)</u> | \$ 17.51 | <u>(9)</u>  | 11/03/2013 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 273,000                                |  |
| Option<br>(right to<br>buy)            | \$ 21.96 | <u>(10)</u> | 11/01/2014 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 259,600                                |  |
| Option<br>(right to<br>buy)            | \$ 24.87 | <u>(11)</u> | 11/01/2015 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 210,500                                |  |
| Option<br>(right to<br>buy)            | \$ 30.11 | <u>(12)</u> | 11/01/2016 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 200,800                                |  |
| Option<br>(right to<br>buy)            | \$ 48.39 | <u>(13)</u> | 11/01/2017 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 139,700                                |  |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                                |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer                        | Other |
| RICHARDSON DUNCAN W<br>THE EATON VANCE BUILDING<br>255 STATE STREET<br>BOSTON, MA 021092617 |               |           | Executive<br>Vice<br>President |       |

## Signatures

By: Katie McManus, Attorney  
in Fact

11/29/2007

\_\_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) Voting Trust shares redistributed by Eaton Vance.  
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, John Pelletier, 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 under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (5) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (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.