

EATON VANCE CORP
Form 5
December 14, 2007

FORM 5

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).
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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
HIGDON LEO I JR

(Last) (First) (Middle)

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

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
10/31/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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				(A) or (D) Price	Amount	11,032	D

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)

Edgar Filing: EATON VANCE CORP - Form 5

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)	\$ 10.58	Â	Â	Â	Â Â Â <u>(1)</u>		02/01/2010	Eaton Vance Corp. Non-voting Common Stock	5,672
Option (right to buy)	\$ 13.56	Â	Â	Â	Â Â Â <u>(1)</u>		12/15/2010	Eaton Vance Corp. Non-voting Common Stock	7,372
Option (right to buy)	\$ 17.83	Â	Â	Â	Â Â Â <u>(1)</u>		12/21/2011	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 15.05	Â	Â	Â	Â Â Â <u>(1)</u>		12/20/2012	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 18.14	Â	Â	Â	Â Â Â <u>(1)</u>		12/19/2013	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to	\$ 25.39	Â	Â	Â	Â Â Â <u>(1)</u>		12/17/2014	Eaton Vance	12,000

buy)												Corp. Non-voting Common Stock	
Option (right to buy)	\$ 27.58	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	12/16/2015			Eaton Vance Corp. Non-voting Common Stock	8,200
Option (right to buy)	\$ 30.11	Â	Â	Â	Â	Â	Â	11/01/2006	11/01/2016			Eaton Vance Corp. Non-voting Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGDON LEO I JR THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	Â X	Â	Â	Â

Signatures

By: Katie McManus, Attorney
in Fact 12/14/2007

__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) These options vest over a 4 year period at 25% per year.

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.