

EATON VANCE CORP
 Form 4
 November 05, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

 (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)
11/03/2008

 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)
Chief Administrative Officer

 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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Eaton Vance Corp. Non-voting Common Stock	05/01/2008		A ⁽¹⁾	V	379	A	\$ 36.3
Eaton Vance Corp. Non-voting Common Stock	05/01/2008		G	V	2,000	D	\$ 0
Eaton Vance Corp.	11/03/2008		A ⁽¹⁾	V	630	A	\$ 22

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Non-voting Common Stock			
Eaton Vance Corp. Common Stock (Voting)	29,389	I	By Voting Trust ⁽²⁾
Voting Trust 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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	<u>(8)</u>	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	<u>(10)</u>	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	<u>(12)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	55,200
Option (right to buy)	\$ 48.39	<u>(13)</u>	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	38,400

