

EATON VANCE CORP
 Form 4
 July 27, 2007

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Witkos Matthew J

 (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)
07/24/2007

 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)
Pres & CEO EV Distributors Inc

 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)
Eaton Vance Corp. Common Stock (Voting)	07/24/2007		J ⁽¹⁾	9,344 A	\$ 3.93 9,344	I	By Voting Trust ⁽²⁾
Voting Trust Receipt ⁽³⁾	07/24/2007		J ⁽¹⁾	9,344 A	\$ 0 9,344	D	
Eaton Vance Corp. Non-voting Common Stock					8,293	D	

Edgar Filing: EATON VANCE CORP - Form 4

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, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield, Jeffrey

- (2) P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, G. West Saltonstall, Lisa Jones, Robert Whelan and Matthew Witkos 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 July 11, 2007 these options vest over a 5 year period starting in 2008 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.