EATON VANCE CORP
Form 4
November 05, 2008

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HYLTON LAURIE G

(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
__X__ Officer (give title below) _____ Other (specify below)
VP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Eaton Vance Corp. Non-voting Common Stock	11/03/2008		A		5,200	A	$ 0	78,124	D	
Eaton Vance Corp. Non-voting Common Stock	11/03/2008		A(1)	V	591	A	$ 19.8	78,715	D	
Eaton Vance Corp.								1,200	I	By Custodian

Non-voting Common Stock

For Children

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	$ 21.99	11/03/2008		A		13,400		(2)	11/03/2018	Eaton Vance Corp. Non-voting Common Stock	13,400
Option (right to buy)	$ 12.27							(3)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	$ 14.34							(4)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	7,104
Option (right to buy)	$ 14.55							(5)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	44,800

Option (right to buy)	$ 17.51		(6)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	$ 21.96		(7)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	$ 24.87		(8)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	34,300
Option (right to buy)	$ 30.11		(9)	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	31,100
Option (right to buy)	$ 48.39		(10)	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	19,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYLTON LAURIE G THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			VP & Chief Accounting Officer	

Signatures

By: Katie McManus, Attorney in Fact	11/05/2008
**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.

(2) Granted on November 3, 2008 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

(3) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.

(4) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.

(5) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.

(6) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.

(7) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

(8) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

(9) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

(10) 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.
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