EATON VANCE CORP
Form 4/A
January 14, 2009

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 *
O REILLY VINCENT M

(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)
01/07/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
01/13/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	01/07/2009		M		2,273 (1)	A	$ 0	4,746.81	D	
Eaton Vance Corp. Non-voting Common Stock	01/07/2009		D		2,273 (1)	D	$ 20.27 (2)	2,473.81	D	

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Option (right to buy)	$ 21.99							11/03/2008	11/03/2018	Eaton Vance Corp. Non-voting Common Stock	5,
Phantom Stock	(2)	01/07/2009		M		2,273		11/03/2010(2)	11/03/2010(2)	Eaton Vance Corp. Non-voting Common Stock	2,
Option (right to buy)	$ 18.14							(3)	12/19/2013	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	$ 25.39							(3)	12/17/2014	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	$ 27.58							(3)	12/16/2015	Eaton Vance Corp. Non-voting Common	8,

					Stock	
Option (right to buy)	$ 30.11	11/01/2006	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	8,
Option (right to buy)	$ 48.39	11/01/2007	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O REILLY VINCENT M THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	X			

Signatures

By: Katie McManus, Attorney in Fact	01/07/2009
**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) On November 3, 2008 a Phantom Stock Award was granted. The Phantom Stock Award is a formula grant with an equivalent value of $50,000, with the number of units of Phantom Stock actually awarded based on the FMV of a share of Company Non-Voting Stock on the grant date. On November 3, 2008 the FMV was $21.99 which calculated to 2,273 shares. On this date only 2,200 shares were reported. This amendment reflects the Phantom Stock Grant with an additional 73 shares to correct the original award.

(2) Each share of Phantom Stock is the economic equivalent of one share of non-voting common stock. The shares of Phantom Stock become payable in cash at the earlier of the second anniversary of the grant date or the date of the non-employee director's termination.

(3) 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 is insufficient, *see* Instruction 6 for procedure.
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