

EATON VANCE CORP
Form 4
November 03, 2005

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 *
STEUL WILLIAM 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)
11/01/2005

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 Financial 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 | 12/13/2004 | | G | V 2,000 D \$ 0 | 464,048 | D | |
| Eaton Vance Corp. Non-voting Common Stock ⁽¹⁾ | 05/02/2005 | | A | V 632 A \$ 19.76 | 464,680 | D | |
| Eaton Vance Corp. | 05/24/2005 | | G | V 2,000 D \$ 0 | 462,680 | D | |

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Non-voting
Common
Stock

Eaton Vance
Corp.

Non-voting 11/01/2005
Common
Stock (1)

A V 596 A \$ 20.95 463,276 D

Eaton Vance
Corp.

Common
Stock
(Voting)

37,116 I

By Voting
Trust (2)

Eaton Vance
Corp.

Non-voting
Common
Stock

84,568 (3) I

Stock
Option
Income
Deferral
(4)

Voting Trust
Receipt (5)

37,116 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) <u>(6)</u> | \$ 24.87 | 11/01/2005 | | A | 58,200 | <u>(7)</u> | 11/01/2015 | Eaton Vance Corp. Non-voting Common Stock | 58,200 |
| | \$ 15.77 | | | | | <u>(8)</u> | 11/01/2006 | | 6,974 |

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| | | | | | |
|-----------------------------|----------|-------------|------------|--|--------|
| Option (right to buy) | | | | Eaton Vance Corp. Non-voting Common Stock | |
| Option (right to buy) | \$ 5.73 | <u>(9)</u> | 11/02/2006 | Eaton Vance Corp. Non-voting Common Stock | 39,560 |
| Option (right to buy) | \$ 16.01 | <u>(10)</u> | 11/01/2007 | Eaton Vance Corp. Non-voting Common Stock | 6,872 |
| Option (right to buy) | \$ 19.26 | <u>(11)</u> | 11/03/2008 | Eaton Vance Corp. Non-voting Common Stock | 5,710 |
| Option (right to buy) | \$ 8.59 | <u>(12)</u> | 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock | 60,000 |
| Option (right to buy) | \$ 12.27 | <u>(13)</u> | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 51,848 |
| Option (right to buy) | \$ 14.34 | <u>(14)</u> | 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock | 62,426 |
| Option (right to buy) | \$ 14.55 | <u>(15)</u> | 11/01/2012 | Eaton Vance Corp. Non-voting Common | 71,528 |

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- (10) Granted on 11/1/2002 this option vests 100% on 11/1/2006.
- (11) Granted on 11/3/2003 this options vests 100% on 11/3/2007.
- (12) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (13) Granted on 11/1/2000 this options vests 23% per year on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004.
- (14) Granted on 11/1/2001 this option vests 22% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2005 and 12% on 11/1/2005
- (15) Granted on 11/1/2002 this option vests 22% on 11/1/2003, 11/1/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006.
- (16) Granted on 11/3/2003 this option vests 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% on 11/3/2007.
- (17) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

Remarks:

All shares and prices have been adjusted to reflect a 2-for-1 stock split on 1/14/2005.

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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