EATON VANCE CORP
Form 5
December 14, 2005

# FORM 5

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

## ANNUAL 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

1. Name and Address of Reporting Person *
HIGDON LEO I JR

(Last) (First) (Middle)

THE EATON VANCE BUILDING,Â 255 STATE STREET

(Street)

BOSTON,Â MAÂ 021092617

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EATON VANCE CORP [EV]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/31/2005

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

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Eaton Vance Corp. Non-voting Common Stock | Â | Â | Â | Â | Â | Â | 4,032 | D | Â |

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

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SEC 2270 (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) | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) | $ 10.58 | Â | Â | Â | Â | Â | Â (1) | 02/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 5,672 |
| Option (right to buy) | $ 13.56 | Â | Â | Â | Â | Â | Â (1) | 12/15/2010 | Eaton Vance Corp. Non-voting Common Stock | 7,372 |
| Option (right to buy) | $ 17.83 | Â | Â | Â | Â | Â | Â (1) | 12/21/2011 | Eaton Vance Corp. Non-voting Common Stock | 12,000 |
| Option (right to buy) | $ 15.05 | Â | Â | Â | Â | Â | Â (1) | 12/20/2012 | Eaton Vance Corp. Non-voting Common Stock | 12,000 |
| Option (right to buy) | $ 18.14 | Â | Â | Â | Â | Â | Â (1) | 12/19/2013 | Eaton Vance Corp. Non-voting Common Stock | 12,000 |
| Option (right to | $ 25.39 | Â | Â | Â | Â | Â | Â (1) | 12/17/2014 | Eaton Vance | 12,000 |

buy)

Corp. Non-voting Common Stock

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| HIGDON LEO I JR<br>THE EATON VANCE BUILDING<br>255 STATE STREET<br>BOSTON,Â MAÂ 021092617 | Â X | Â | Â | Â |

# Signatures

| | |
|---|---|
| By: Katie McManus, Attorney in Fact | 12/14/2005 |
| **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 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 provided is insufficient, *see* Instruction 6 for procedure.
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