

RICHARDSON DUNCAN W

Form 3/A

June 15, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
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response... 0.5**INITIAL STATEMENT OF 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 *

RICHARDSON DUNCAN W

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/11/2006

3. Issuer Name **and** Ticker or Trading Symbol
EATON VANCE CORP [EV]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Executive Vice President

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

01/26/2006

THE EATON VANCE
BUILDING, 255 STATE
STREET

(Street)

BOSTON, MA 021092617

(City)

(State)

(Zip)

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Eaton Vance Corp. Non-voting Common
Stock

364,110

D

A

Eaton Vance Corp. Non-voting Common
Stock

15,492

I

By Voting Trust ⁽¹⁾Voting Trust Receipt ⁽²⁾

15,492

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Option (right to buy) <u>(3)</u> | Â <u>(4)</u> | 11/02/2006 | Eaton Vance Corp. Non-voting Common Stock | 100,000 | \$ 5.73 | D | Â |
| Option (right to buy) <u>(3)</u> | Â <u>(5)</u> | 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock | 72,000 | \$ 8.59 | D | Â |
| Option (right to buy) <u>(3)</u> | Â <u>(6)</u> | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 200,000 | \$ 12.27 | D | Â |
| Option (right to buy) <u>(3)</u> | Â <u>(7)</u> | 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock | 250,000 | \$ 14.34 | D | Â |
| Option (right to buy) <u>(3)</u> | Â <u>(8)</u> | 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock | 282,600 | \$ 14.55 | D | Â |
| Option (right to buy) <u>(3)</u> | Â <u>(9)</u> | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 273,000 | \$ 17.51 | D | Â |
| Option (right to buy) <u>(3)</u> | Â <u>(10)</u> | 11/01/2014 | Eaton Vance Corp. Non-voting | 259,600 | \$ 21.96 | D | Â |

| | | | | | | | |
|--------------------------------------|-------------------|------------|----------------------------------------------------------|---------|----------|---|---|
| | | | Common Stock | | | | |
| | | | Eaton Vance Corp. Non-voting Common Stock | 210,500 | \$ 24.87 | D | Â |
| Option (right to buy) ⁽³⁾ | Â ⁽¹¹⁾ | 11/01/2015 | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|---------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| RICHARDSON DUNCAN W THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617 | Â | Â | Â Executive Vice President | Â | |

Signatures

By: Katie McManus, Attorney
in Fact

01/26/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Messrs. James B. Hawkes, Thomas E. Faust, Jr., Alan R. Dynner, William M. Steul, Wharton P. Whitaker, Thomas J. Fetter, Duncan W. Richardson, Jeffrey P. Beale, Scott H. Page, Payson F. Swaffield and Michael W. Weilheimer are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
- (2) A Voting Trust Receipt represents a share of Voting Common Stock.
- (3) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (4) Granted on November 2, 1998, these options vest over a 4 year period at 25% per year.
- (5) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (11) Granted on November 1, 2005 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. 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.