

EATON VANCE CORP  
Form 4  
September 29, 2006

**FORM 4**

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

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).

**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 \*  
**HAWKES JAMES B**

(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)  
**09/28/2006**

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)  
**CEO**

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 (A) or (D) Price		
Eaton Vance Corp. Non-voting Common Stock	09/28/2006		M		132,580 A \$ 5.74	3,859,041	D
Eaton Vance Corp. Non-voting Common Stock	09/28/2006		F		26,143 D \$ 29.08	3,832,898	D
Eaton Vance Corp.	09/28/2006		F		44,437 D \$ 29.08	3,788,461	D

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Non-voting Common Stock							
Eaton Vance Corp. Common Stock (Voting)		74,240	I				By Voting Trust <sup>(1)</sup>
Eaton Vance Corp. Non-voting Common Stock		124,760	I				By Daughter
Eaton Vance Corp. Non-voting Common Stock		195,440	I				By Spouse
Eaton Vance Corp. Non-voting Common Stock		949,222	I				Stock Option Income Deferral <u>(2)</u>
Voting Trust Receipt <sup>(3)</sup>		74,240	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to	\$ 5.74	09/28/2006		M	132,580	<u>(4)</u>	11/02/2006	Eaton Vance	132,580

buy)

				Corp. Non-voting Common Stock	
Option (right to buy)	\$ 15.77	<u>(5)</u>	11/01/2006	Eaton Vance Corp. Non-voting Common Stock	6,974
Option (right to buy)	\$ 16.01	<u>(6)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872
Option (right to buy)	\$ 19.26	<u>(7)</u>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	5,710
Option (right to buy)	\$ 8.6	<u>(8)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	188,400
Option (right to buy)	\$ 12.27	<u>(9)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	311,840
Option (right to buy)	\$ 14.34	<u>(10)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	340,220
Option (right to buy)	\$ 14.55	<u>(11)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	385,520
	\$ 17.51	<u>(12)</u>	11/03/2013		397,490

Option (right to buy)					Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 21.96	(13)	11/01/2014		Eaton Vance Corp. Non-voting Common Stock	341,600
Option (right to buy)	\$ 24.87	(14)	11/01/2015		Eaton Vance Corp. Non-voting Common Stock	277,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWKES JAMES B THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	X		CEO	

## Signatures

By: Katie McManus, Attorney  
in Fact 09/29/2006

\_\_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) All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which James B. Hawkes, Thomas E. Faust, Wharton P. Whitaker, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield, Jeffrey P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, and G. West Saltonstall are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
  - (2) Shares credited under the company's Stock Option Income Deferral Plan.
  - (3) A Voting Trust Receipt represents a share of Voting Common Stock.
  - (4) Granted 11/2/1998 these options vest 25% per year beginning 11/2/1999.
  - (5) Granted on 11/1/2001 these options vest 100% on 11/1/2005
  - (6) Granted on 11/1/2002 these option vest 100% on 11/1/2006
  - (7) Granted on 11/1/2003 these options vest 100% on 11/3/2007

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- (8) Granted 11/1/1999 these options vest 20% per year beginning 11/1/2000.
- (9) Granted on 11/1/2000 these options vest 21% on 11/2/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004
- (10) Granted on 11/1/2001 these options vest 20.5% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2006 and 18% on 11/1/2005
- (11) Granted on 11/1/2002 these options vest 20.5% on 11/1/2003, 11/1/2004, 11/1/2005, 11/1/2007 and 18% on 11/1/2006
- (12) Granted on 11/1/2003 these options vest 20.5% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 18% on 11/3/2007
- (13) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (14) 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.

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