

EATON VANCE CORP
Form 4
November 03, 2006

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
HYLTON LAURIE G

(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
11/01/2006

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director, 10% Owner, Officer (give title below), Other (specify below), VP & Chief Accounting 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

Table with 7 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired (A) or Disposed of (D), 5. Amount of Securities Beneficially Owned, 6. Ownership Form, 7. Nature of Ownership. Includes rows for Eaton Vance Corp. Non-voting Common Stock.

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

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SEC 1474
(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 or Number of Shares |
| Option (right to buy) | \$ 30.11 | 11/01/2006 | | A | 31,100 | <u>(1)</u> 11/01/2016 | Eaton Vance Corp. Non-voting Common Stock 31,100 |
| Option (right to buy) | \$ 8.59 | | | | | <u>(2)</u> 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock 40,000 |
| Option (right to buy) | \$ 12.27 | | | | | <u>(3)</u> 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock 8,000 |
| Option (right to buy) | \$ 14.34 | | | | | <u>(4)</u> 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock 41,600 |
| Option (right to buy) | \$ 14.55 | | | | | <u>(5)</u> 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock 44,800 |

| | | | | | |
|-----------------------------|----------|-----|------------|--|--------|
| Option (right to buy) | \$ 17.51 | (6) | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 39,800 |
| Option (right to buy) | \$ 21.96 | (7) | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 39,800 |
| Option (right to buy) | \$ 24.87 | (8) | 11/01/2015 | Eaton Vance Corp. Non-voting Common Stock | 34,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HYLTON LAURIE G THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617 | | | VP & Chief Accounting Officer | |

Signatures

By: Katie McManus, Attorney
in Fact

11/03/2006

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) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (2) Granted on November 1, 1999, these options vest over 5 years starting in 2000 in increments of 13.33%, 13.33%, 13.33%, 30%, and 30% respectively.
- (3) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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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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