

EATON VANCE CORP
Form 4
November 29, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FAUST THOMAS E JR

(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)
11/27/2007

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)
Executive Vice President

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. Common Stock (Voting)	11/27/2007		J ⁽¹⁾		18,465	A	\$ 3.93 74,277	I	By Voting Trust ⁽²⁾
Eaton Vance Corp. Non-voting Common Stock	11/01/2007		A	V	365	A	\$ 50.03 1,577,319	D	
Eaton Vance Corp.	11/19/2007		A	V	13,800	A	\$ 41.66 1,591,119	D	

Non-voting
Common
Stock

Voting Trust Receipt (3) 11/27/2007 J⁽¹⁾ 18,465 A \$ 0 74,277 D

Eaton Vance Corp. Non-voting Common Stock Stock Option Income Deferral (4) 223,080 I

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. De			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 19.26					<u>(5)</u>		11/03/2008		Eaton Vance Corp. Non-voting Common Stock	5,710
Option (right to buy)	\$ 8.6					<u>(6)</u>		11/01/2009		Eaton Vance Corp. Non-voting Common Stock	108,400
Option (right to buy)	\$ 12.27					<u>(7)</u>		11/01/2010		Eaton Vance Corp. Non-voting	241,848

Option (right to buy)	\$ 14.34	<u>(8)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	270,826
Option (right to buy)	\$ 14.55	<u>(9)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	307,128
Option (right to buy)	\$ 17.51	<u>(10)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	316,890
Option (right to buy)	\$ 21.96	<u>(11)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	273,200
Option (right to buy)	\$ 24.87	<u>(12)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	221,600
Option (right to buy)	\$ 30.11	<u>(13)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	210,800
Option (right to buy)	\$ 48.39	<u>(14)</u>	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	279,400

