

EATON VANCE CORP  
 Form 4/A  
 January 14, 2009

**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 \*  
**O REILLY VINCENT M**

(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)  
**11/03/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/04/2008**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
Eaton Vance Corp. Non-voting Common Stock					2,473.81	D	

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)

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**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)	Am or Num of S
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option (right to buy)	\$ 21.99	11/03/2008		A	5,800	11/03/2008 11/03/2018	Eaton Vance Corp. Non-voting Common Stock	5,
Phantom Stock	<u>0</u>	11/03/2008		A	<u>2,273</u> <sup>(2)</sup>	11/03/2010 <sup>(1)</sup> 11/03/2010 <sup>(1)</sup>	Eaton Vance Corp. Non-voting Common Stock	2,
Option (right to buy)	\$ 18.14					<sup>(3)</sup> 12/19/2013	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	\$ 25.39					<sup>(3)</sup> 12/17/2014	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	\$ 27.58					<sup>(3)</sup> 12/16/2015	Eaton Vance Corp. Non-voting Common Stock	8,
Option (right to buy)	\$ 30.11					11/01/2006 11/01/2016	Eaton Vance Corp. Non-voting	8,

