EATON VANCE CORP

Form 5

December 14, 2005

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SORENSON RALPH Z Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) \_X\_ Director 10% Owner Officer (give title Other (specify 10/31/2005 below) below) THE EATON VANCE **BUILDING. 255 STATE STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BOSTON, MAÂ 021092617 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Indirect Security Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Amount (D) Price Eaton Vance Corp. Â Â Â Â Â Â Â Non-voting 144,784 D Common Stock **SEC 2270** Reminder: Report on a separate line for each class of Persons who respond to the collection of information contained in this form are not required to respond unless securities beneficially owned directly or indirectly. (9-02)the form displays a currently valid OMB control number.

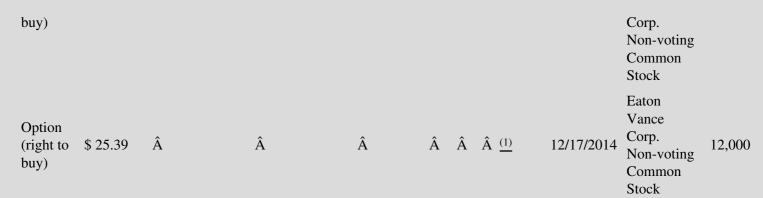
**OMB APPROVAL** 

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 5.03	Â	Â	Â	Â	Â	(1)	12/18/2006	Eaton Vance Corp. Non-voting Common Stock	11,924
Option (right to buy)	\$ 8.89	Â	Â	Â	Â	Â	(1)	12/17/2009	Eaton Vance Corp. Non-voting Common Stock	6,748
Option (right to buy)	\$ 13.56	Â	Â	Â	Â	Â	(1)	12/15/2010	Eaton Vance Corp. Non-voting Common Stock	7,372
Option (right to buy)	\$ 17.83	Â	Â	Â	Â	Â	(1)	12/21/2011	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 15.05	Â	Â	Â	Â	Â	(1)	12/20/2012	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to	\$ 18.14	Â	Â	Â	Â	Â	(1)	12/19/2013	Eaton Vance	12,000

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
SORENSON RALPH Z THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	ÂX	Â	Â	Â		

## **Signatures**

By: Katie McManus, Attorney in Fact

\*\*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) These options vest over a 4 year period at 25% per year.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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