

WHITAKER WHARTON P

Form 5

December 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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2005
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1. Name and Address of Reporting Person *
WHITAKER WHARTON P

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
10/31/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, EV Distributors

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Eaton Vance Corp. Common Stock (Voting)	Â	Â	Â	Â Â Â Â Amount (D) Price	37,116	I	By Voting Trust ⁽¹⁾
Eaton Vance Corp. Non-voting Common	Â	Â	Â	Â Â Â Â	1,329,708	D	Â

Stock

Eaton Vance
Corp.
Non-voting
Common
Stock

Voting Trust
Receipt ⁽³⁾

Stock
Option
Income
Deferral
⁽²⁾

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)	8. Amount or Number of Shares
Option (right to buy)	\$ 14.34	Â	Â	Â	Â Â Â ⁽⁴⁾	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426
Option (right to buy)	\$ 15.77	Â	Â	Â	Â Â Â ⁽⁵⁾	11/01/2006	Eaton Vance Corp. Non-voting Common Stock	6,974
Option (right to buy)	\$ 16.01	Â	Â	Â	Â Â Â ⁽⁶⁾	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872
	\$ 19.26	Â	Â	Â	Â Â Â ⁽⁷⁾	11/03/2008		5,710

Option (right to buy)										Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 8.6	Â	Â	Â	Â	Â	Â	Â <u>(8)</u>	11/01/2009	Eaton Vance Corp. Common Stock (Voting)	12,000
Option (right to buy)	\$ 12.27	Â	Â	Â	Â	Â	Â	Â <u>(9)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	15,848
Option (right to buy)	\$ 14.55	Â	Â	Â	Â	Â	Â	Â <u>(10)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
Option (right to buy)	\$ 17.51	Â	Â	Â	Â	Â	Â	Â <u>(11)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	65,890
Option (right to buy)	\$ 21.96	Â	Â	Â	Â	Â	Â	Â <u>(12)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	64,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITAKER WHARTON P THE EATON VANCE BUILDING 255 STATE STREET BOSTON,Â MAÂ 021092617	Â	Â	Â President, EV Distributors	Â

Signatures

By: Katie McManus, Attorney
in Fact

12/14/2005

__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).

All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Mssrs. James B. Hawkes, Thomas E. Faust, Jr., Alan R. Dynner, William M. Steul, Wharton P. Whitaker, Thomas J. Fetter, Duncan W. Richardson, Jeffrey P. Beale, Scott H. Page, Payson F. Swaffield and Michael W. Weilheimer are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
- (1) 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 on 11/1/2001 these options vest 22% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2006 and 12% on 11/1/2005
- (5) Granted on 11/1/2001 these options vest 100% on 11/1/2005
- (6) Granted on 11/1/2002 these options vest 100% on 11/1/2006
- (7) Granted on 11/3/2003 these options vest 100% on 11/3/2007
- (8) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
- (9) Granted on 11/1/2000 these options vest 23% on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004
- (10) Granted on 11/1/2002 these options vest 22% on 11/1/2003, 11/2/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006
- (11) Granted on 11/3/2003 these options vest 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% on 11/3/2007
- (12) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

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