

STEUL WILLIAM M

Form 4

June 14, 2006

FORM 4**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEUL WILLIAM 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)

06/12/2006

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) below)

Chief Financial 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

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)
Eaton Vance Corp. Non-voting Common Stock	12/02/2005		G	V 1,800 D \$ 0	461,476	D	
Eaton Vance Corp. Non-voting Common Stock	12/09/2005		G	V 1,000 D \$ 0	460,476	D	
Eaton Vance Corp.	05/01/2006		A	V 558 A \$ 22.38	468,008	D	

Non-voting
Common
Stock

Eaton Vance
Corp.

Non-voting Common Stock	06/12/2006	M	39,560	A	\$ 5.73	507,568	D
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Eaton Vance
Corp.

Non-voting Common Stock	06/12/2006	F	8,941	D	\$ 25.37	498,627	D
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Eaton Vance
Corp.

Non-voting Common Stock	06/12/2006	F	9,721	D	\$ 25.37	488,906	D
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Eaton Vance
Corp.

Common Stock (Voting)						37,116	I	By Voting Trust ⁽¹⁾
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Eaton Vance
Corp.

Non-voting Common Stock						85,485 ⁽²⁾	I	Stock Option Income Deferral ⁽³⁾
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Voting Trust
Receipt ⁽⁴⁾

						37,116	D	
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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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <u>(5)</u>	\$ 5.73	06/12/2006	M			39,560	<u>(6)</u>	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	39,560
Option (right to buy)	\$ 16.01						<u>(7)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872
Option (right to buy)	\$ 19.26						<u>(8)</u>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	5,710
Option (right to buy)	\$ 8.59						<u>(9)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	60,000
Option (right to buy)	\$ 12.27						<u>(10)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	51,848
Option (right to buy)	\$ 14.34						<u>(11)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426
Option (right to buy)	\$ 14.55						<u>(12)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
	\$ 17.51						<u>(13)</u>	11/01/2013		74,890

Option (right to buy)					Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 21.96	(14)	11/01/2014		Eaton Vance Corp. Non-voting Common Stock	68,400
Option (right to buy)	\$ 24.87	(15)	11/01/2015		Eaton Vance Corp. Non-voting Common Stock	58,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEUL WILLIAM M THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			Chief Financial Officer	

Signatures

By: Katie McManus, Attorney
in Fact 06/14/2006

__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) 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.
- (2) Adjusted to include dividend reinvestment as follows: 11/21/05 - 315 shares at \$26.8418; 2/14/06 - 293 shares at \$29.01; 5/9/06 - 309 shares at \$27.56.
- (3) Shares credited under the company's Stock Option Income Deferral Plan.
- (4) A Voting Trust Receipt represents a share of Voting Common Stock.
- (5) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (6)

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Granted on November 2, 1998, these options vest over 5 years starting in 1999 in increments of 12.33%, 12.33%, 19.33%, 34% and 22% respectively.

- (7) Granted on 11/1/2002 this option vests 100% on 11/1/2006.
- (8) Granted on 11/3/2003 this options vests 100% on 11/3/2007.
- (9) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (10) Granted on 11/1/2000 this options vests 23% per year on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004.
- (11) Granted on 11/1/2001 this option vests 22% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2005 and 12% on 11/1/2005
- (12) Granted on 11/1/2002 this option vests 22% on 11/1/2003, 11/1/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006.
- (13) Granted on 11/3/2003 this option vests 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% on 11/3/2007.
- (14) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (15) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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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