



**INFORMATION INCLUDED IN THE REPORT**

**Item 3.02 Unregistered Sales of Equity Securities**

On July 24, 2007, the Registrant sold 98,742 shares of its voting Common Stock ( Shares ) in a private transaction to a small number of officers of the Registrant or Eaton Vance Management for aggregate cash consideration of \$388,056.06.

The Registrant claims an exemption from registration under the Securities Act of 1933, as amended ( Act ) in reliance upon Section 4(2) of the Act. The purchasers of the Shares immediately deposited the Shares in a voting trust ( Voting Trust ) and received voting trust receipts ( Receipts ) therefore. All of the shares of other outstanding voting Common Stock have also been deposited in the Voting Trust, and all of the 18 holders of such Common Stock and of the Shares are employees of the Registrant or its subsidiaries and are trustees under the Voting Trust. Under Article Seventh of the Registrant s Articles of Incorporation, as amended, voting Common Stock (including the Shares) may not be transferred without first being offered for sale to the Registrant at book value, and upon a Shareholder s death or cessation as an employee of the Registrant or any of its subsidiaries, the Common Stock must be offered for sale to the Registrant at book value. The Receipts may not be transferred without the consent of a majority of the Voting Trust s trustees, and upon a Receipt holder s death or cessation as an employee of the Registrant or any of its subsidiaries, the Shares represented by his or her Receipts may be purchased by the Registrant at book value.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**EATON VANCE CORP.**  
(Registrant)

Date: July 26, 2007

/s/ William M. Steul  
William M. Steul, Chief Financial Officer