

EATON VANCE CORP
Form 4
January 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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)
01/07/2008

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)

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)
				(A) or (D)	Price		
Eaton Vance Corp. Non-voting Common Stock	01/07/2008		M	3,000	A \$ 17.83	5,473.81	D
Eaton Vance Corp. Non-voting Common Stock	01/07/2008		M	12,000	A \$ 15.05	17,473.81	D
Eaton Vance Corp.	01/07/2008		S	3,000	D \$ 41.83	14,473.81	D

Non-voting
Common
Stock

Eaton Vance
Corp.

Non-voting Common Stock 01/07/2008 S 12,000 D \$ 41.83 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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy) ⁽¹⁾	\$ 17.83	01/07/2008		M	3,000	⁽²⁾ 12/21/2011	Eaton Vance Corp. Non-voting Common Stock 3,000
Option (right to buy) ⁽¹⁾	\$ 15.05	01/07/2008		M	12,000	⁽²⁾ 12/20/2012	Eaton Vance Corp. Non-voting Common Stock 12,000
Option (right to buy)	\$ 18.14					⁽²⁾ 12/19/2013	Eaton Vance Corp. Non-voting Common Stock 12,000
	\$ 25.39					⁽²⁾ 12/17/2014	Eaton Vance Corp. Non-voting Common Stock 12,000

Option (right to buy)					Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 27.58	(2)	12/16/2015		Eaton Vance Corp. Non-voting Common Stock	8,200
Option (right to buy)	\$ 30.11		11/01/2006	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 48.39		11/01/2007	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	6,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O REILLY VINCENT M THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	X			

Signatures

By: Katie McManus, Attorney
in Fact

01/07/2008

**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) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (2) 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 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.