

EATON VANCE CORP  
 Form 4  
 November 05, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**Witkos Matthew J**

(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)  
**11/03/2008**

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)  
**Pres & CEO EV Distributors Inc**

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)
			Code	V Amount (A) or (D) Price			
Eaton Vance Corp. Non-voting Common Stock	11/03/2008		A <sup>(1)</sup>	V 630 A \$ 19.8	20,053	D	
Eaton Vance Corp. Non-voting Common Stock	11/04/2008		F	323 D \$ 22.1	19,730	D	
Eaton Vance Corp.					18,623	I	By Voting Trust <sup>(2)</sup>

Common  
Stock  
(Voting)

Voting Trust  
Receipt (3)

18,623 D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 21.99	11/03/2008		A	44,600	<u>(4)</u> 11/03/2018	Eaton Vance Corp. Non-voting Common Stock	44,600	
Option (right to buy)	\$ 45.22					<u>(5)</u> 07/11/2017	Eaton Vance Corp. Non-voting Common Stock	23,572	
Option (right to buy)	\$ 48.39					<u>(6)</u> 11/01/2017	Eaton Vance Corp. Non-voting Common Stock	26,200	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Witkos Matthew J  
THE EATON VANCE BUILDING  
255 STATE STREET  
BOSTON, MA 021092617

Pres & CEO EV Distributors Inc

## Signatures

By: Katie McManus, Attorney  
in Fact

11/05/2008

\_\_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) These shares were acquired under the 1986 Employee Stock Purchase Plan, which is a 16b-3 plan.

All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Thomas E. Faust, Duncan Richardson, Jeffrey P. Beale, Lisa Jones, G. West Saltonstall, Payson Swaffield, Robert J. Whelan, Matthew J. Witkos, Maureen

(2) Gemma, Cynthia Clemson, Michael R. Mach, Robert MacIntosh, Thomas M. Metzold, Scott H. Page, Judith Saryan, Michael Weilheimer, Walter Row are the Voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.

(3) A Voting Trust Receipt represents a share of Voting Common Stock.

(4) Granted on November 3, 2008 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

(5) Granted on July 11, 2007 these options vest over a 5 year period starting in 2008 in increments of 10%, 15%, 20%, 25%, and 30%

(6) Granted on November 1, 2007 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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