

EATON VANCE CORP  
 Form 5  
 December 10, 2008

**FORM 5**

**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).  
 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

1. Name and Address of Reporting Person \*  
 HYLTON LAURIE G

(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)  
 10/31/2008

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)  
 VP & Chief Accounting Officer

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Amount | Price | 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. Non-voting Common Stock |                                      |  |                                |   |            |        |       | 72,924   | D  |   |
| Eaton Vance Corp. Non-voting Common       |                                      |  |                                |   |            |        |       | 1,200  | I  | By Custodian For Children                             |

## Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy)                      | \$ 12.27   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 11/01/2010   | Eaton Vance Corp. Non-voting Common Stock                     | 8,000                      |
| Option (right to buy)                      | \$ 14.34   | Â                                    | Â  | Â                              | Â Â Â <u>(2)</u>  | 11/01/2011   | Eaton Vance Corp. Non-voting Common Stock                     | 7,104                      |
| Option (right to buy)                      | \$ 14.55   | Â                                    | Â  | Â                              | Â Â Â <u>(3)</u>  | 11/01/2012   | Eaton Vance Corp. Non-voting Common Stock                     | 44,800                     |
| Option (right to buy)                      | \$ 17.51   | Â                                    | Â  | Â                              | Â Â Â <u>(4)</u>  | 11/03/2013   | Eaton Vance Corp. Non-voting Common Stock                     | 39,800                     |
| Option (right to buy)                      | \$ 21.96   | Â                                    | Â  | Â                              | Â Â Â <u>(5)</u>  | 11/01/2014   | Eaton Vance   | 39,800                     |

|                             |          |   |   |   |   |   |   |       |  |  |        |
|-----------------------------|----------|---|---|---|---|---|---|-------|--|--|--------|
| buy)                        |          |   |   |   |   |   |   |       | Corp.<br>Non-voting<br>Common<br>Stock |  |        |
| Option<br>(right to<br>buy) | \$ 24.87 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (6) | 11/01/2015                             | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 34,300 |
| Option<br>(right to<br>buy) | \$ 30.11 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (7) | 11/01/2016                             | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 31,100 |
| Option<br>(right to<br>buy) | \$ 48.39 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (8) | 11/01/2017                             | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 19,200 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| HYLTON LAURIE G<br>THE EATON VANCE BUILDING<br>255 STATE STREET<br>BOSTON, MA 021092617 | ^             | ^         | ^ VP & Chief Accounting Officer | ^     |

## Signatures

By: Katie McManus, Attorney  
in Fact 12/10/2008

\*\*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 on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (2) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (3) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

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- (6) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (7) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (8) 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 provided 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.