EATON VANCE CORP

Form 4 July 27, 2007

# FORM 4

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

**OMB** Number:

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* BEALE JEFFREY P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

EATON VANCE CORP [EV]

(Check all applicable)

(Last) (First)

THE EATON VANCE

3. Date of Earliest Transaction

(Month/Day/Year) 07/24/2007

Director 10% Owner Other (specify \_X\_\_ Officer (give title

below) Chief Administrative Officer

**BUILDING, 255 STATE STREET** 

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 021092617

Common Stock

(City)	(State) (Zi	ip) Table	I - Non-De	rivative Se	curitio	es Acqui	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed 4 and 5	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Eaton Vance Corp. Common Stock (Voting)	07/24/2007		<u>J(1)</u>	15,274	A	\$ 3.93	24,618	I	By Voting Trust (2)
Voting Trust Receipt (3)	07/24/2007		<u>J(1)</u>	15,274	A	\$0	24,618	D	
Eaton Vance Corp. Non-voting							127,150.32	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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SEC 1474 (9-02)

8. Property Section (Institute)

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. Transactic Code (Instr. 8)	5. orNum of Deriv Secu Acqu (A) c Disp of (D (Instr	vative rities tired or cosed o) :. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I 9 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 8.59						<u>(4)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	60,000	
Option (right to buy)	\$ 12.27						<u>(5)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	80,000	
Option (right to buy)	\$ 14.34						<u>(6)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	76,400	
Option (right to buy)	\$ 14.55						<u>(7)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	82,400	
Option (right to	\$ 17.51						(8)	11/03/2013	Eaton Vance	84,600	

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buy)				Corp. Non-voting Common Stock	
Option (right to buy)	\$ 21.96	(9)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400
Option (right to buy)	\$ 24.87	(10)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200
Option (right to buy)	\$ 30.11	<u>(11)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	55,200

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEALE JEFFREY P THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617

Chief Administrative Officer

## **Signatures**

By: Katie McManus, Attorney in Fact 07/27/2007

\*\*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) Voting Trust shares issued by Eaton Vance.
  - All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which James B. Hawkes, Thomas E. Faust, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield,
- (2) Jeffrey P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, G. West Saltonstall, Lisa Jones, Robert Whelan and Matthew Witkos are the Voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.

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- (3) A Voting Trust Receipt represents a share of Voting Common Stock.
- Granted on November 1, 1999, these options vest over 5 years starting in 2000 in increments of 13.33%, 13.33%, 13.33%, 30%, and 30% respectively.
- (5) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (9) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (10) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (11) Granted on November 1, 2006 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. 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.