#### HYLTON LAURIE G

Form 5

December 14, 2007

FORM 5

**OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HYLTON LAURIE G Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X \_ Officer (give title Other (specify 10/31/2007 below) below) THE EATON VANCE VP & Chief Accounting Officer **BUILDING. 255 STATE STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BOSTON, MAÂ 021092617 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Transaction Ownership Indirect Security Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or Price Amount (D) Eaton Vance Corp. Â Â Â Â Â Â Non-voting 72,924 D Common Stock Â Â Â Â Eaton Vance Â 1,200 Ι By Custodian Corp. Non-voting For Children Common

**OMB APPROVAL** 

#### Stock

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

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SEC 2270 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 12.27	Â	Â	Â	Â	Â	(1)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 14.34	Â	Â	Â	Â	Â	(2)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	41,600
Option (right to buy)	\$ 14.55	Â	Â	Â	Â	Â	(3)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	44,800
Option (right to buy)	\$ 17.51	Â	Â	Â	Â	Â	(4)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to	\$ 21.96	Â	Â	Â	Â	Â	(5)	11/01/2014	Eaton Vance	39,800

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buy)							Corp. Non-voting Common Stock	
Option (right to buy)	\$ 24.87	Â	Â	Â	<u>(6)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	34,300
Option (right to buy)	\$ 30.11	Â	Â	Â	<u>(7)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	31,100

## **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
HYLTON LAURIE G						
THE EATON VANCE BUILDING	â	â	VP & Chief Accounting Officer	â		
255 STATE STREET	А	Α	A VP & Chief Accounting Officer			
BOSTON, MA 021092617						

# **Signatures**

By: Katie McManus, Attorney in Fact 12/14/2007

\*\*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) 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.
- (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%.

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.

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