

HAWKES JAMES B
Form 5
December 14, 2004

FORM 5

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

OMB APPROVAL

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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 *
HAWKES JAMES B

(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)
10/31/2004

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)
President & CEO

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) | 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 | 10/12/2004 | | W | 3,645 A | \$ 0 96,805 | I | By Spouse |
| Eaton Vance Corp. Common Stock | | | | | 37,120 | I | By Voting Trust ⁽¹⁾ |

(Voting)

Eaton Vance Corp. Non-voting Common Stock

^ ^ ^ ^ ^ ^ 1,860,566 D ^

Eaton Vance Corp. Non-voting Common Stock

^ ^ ^ ^ ^ ^ 61,952 I By Daughter

Eaton Vance Corp. Non-voting Common Stock

^ ^ ^ ^ ^ ^ 474,611 I Stock Option Income Deferral ⁽²⁾

Voting Trust Receipt ⁽³⁾

^ ^ ^ ^ ^ ^ 37,120 D ^

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

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SEC 2270 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Option (right to buy) | \$ 26.98 | ^ | ^ | 3 | ^ ^ ^ ⁽⁴⁾ | 11/01/2005 | Eaton Vance Corp. Non-voting Common Stock | 4,076 |
| Option (right to buy) | \$ 31.54 | ^ | ^ | 3 | ^ ^ ^ ⁽⁵⁾ | 11/01/2006 | Eaton Vance Corp. Non-voting | 3,487 |

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| | | | | | | | | | | |
|-----------------------------|----------|---|---|---|---|---|---------------|------------|--|---------|
| Option (right to buy) | \$ 11.47 | Â | Â | 3 | Â | Â | Â <u>(6)</u> | 11/02/2006 | Eaton Vance Corp. Non-voting Common Stock | 131,290 |
| Option (right to buy) | \$ 32.01 | Â | Â | 3 | Â | Â | Â <u>(7)</u> | 11/01/2007 | Eaton Vance Corp. Non-voting Common Stock | 3,436 |
| Option (right to buy) | \$ 38.52 | Â | Â | 3 | Â | Â | Â <u>(8)</u> | 11/03/2008 | Eaton Vance Corp. Non-voting Common Stock | 2,855 |
| Option (right to buy) | \$ 17.19 | Â | Â | 3 | Â | Â | Â <u>(9)</u> | 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock | 94,200 |
| Option (right to buy) | \$ 24.53 | Â | Â | 3 | Â | Â | Â <u>(10)</u> | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 155,924 |
| Option (right to buy) | \$ 28.67 | Â | Â | 3 | Â | Â | Â <u>(11)</u> | 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock | 170,113 |
| Option (right to buy) | \$ 29.1 | Â | Â | 3 | Â | Â | Â <u>(12)</u> | 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock | 192,764 |
| Option (right to buy) | \$ 35.02 | Â | Â | 3 | Â | Â | Â <u>(13)</u> | 11/03/2013 | Eaton Vance Corp. | 198,745 |

Non-voting
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAWKES JAMES B THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617 | X | A | A President & CEO | A |

Signatures

By: Katie McManus, Attorney
in Fact 12/14/2004

__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).
- All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Messrs. James B. Hawkes, Thomas E. Faust, Jr., Alan R. Dynner, William M. Steul, Wharton P. Whitaker, Thomas J. Fetter, Duncan W. Richardson, Jeffrey P. Beale, Scott H. Page, Payson F. Swaffield and Michael W. Weilheimer are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
- (1) Shares credited under the company's Stock Option Income Deferral Plan.
 - (3) A Voting Trust Receipt represents a share of Voting Common Stock.
 - (4) Granted 11/1/2000 these options vest 100% on 11/1/2004
 - (5) Granted on 11/1/2001 these options vest 100% on 11/1/2005
 - (6) Granted 11/2/1998 these options vest 25% per year beginning 11/2/1999.
 - (7) Granted on 11/1/2002 these option vest 100% on 11/1/2006
 - (8) Granted on 11/1/2003 these options vest 100% on 11/3/2007
 - (9) Granted 11/1/1999 these options vest 20% per year beginning 11/1/2000.
 - (10) Granted on 11/1/2000 these options vest 21% on 11/2/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004
 - (11) Granted on 11/1/2001 these options vest 20.5% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2006 and 18% on 11/1/2005
 - (12) Granted on 11/1/2002 these options vest 20.5% on 11/1/2003, 11/1/2004, 11/1/2005, 11/1/2007 and 18% on 11/1/2006
 - (13) Granted on 11/1/2003 these options vest 20.5% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 18% on 11/3/2007

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