

HAWKES JAMES B
Form 5
December 14, 2007

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)
10/31/2007

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)
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)	(A) or (D)	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. Common Stock (Voting)	^	^	^	^	^	^	74,240	I	By Voting Trust (1)
Eaton Vance Corp. Non-voting Common	^	^	^	^	^	^	3,811,108	D	^

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Stock

Eaton Vance Corp. Non-voting Common Stock

^

^

^

^

^

^

125,502

I

By Daughter

Eaton Vance Corp. Non-voting Common Stock

^

^

^

^

^

^

195,440

I

By Spouse

Eaton Vance Corp. Non-voting Common Stock

^

^

^

^

^

^

961,881

I

Stock Option Income Deferral ⁽²⁾
(3)

Voting Trust Receipt ⁽⁴⁾

^

^

^

^

^

^

74,240

D

^

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 19.26	^	^	^	^ ^	^ ⁽⁵⁾ 11/03/2008	Eaton Vance Corp. Non-voting Common Stock 5,710
Option (right to buy)	\$ 8.6	^	^	^	^ ^	^ ⁽⁶⁾ 11/01/2009	Eaton Vance Corp. Non-voting 188,400

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Option (right to buy)	\$ 12.27	Â	Â	Â	Â	Â	Â	Â <u>(7)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	311,848
Option (right to buy)	\$ 14.34	Â	Â	Â	Â	Â	Â	Â <u>(8)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	340,226
Option (right to buy)	\$ 14.55	Â	Â	Â	Â	Â	Â	Â <u>(9)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	385,528
Option (right to buy)	\$ 17.51	Â	Â	Â	Â	Â	Â	Â <u>(10)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	397,490
Option (right to buy)	\$ 21.96	Â	Â	Â	Â	Â	Â	Â <u>(11)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	341,600
Option (right to buy)	\$ 24.87	Â	Â	Â	Â	Â	Â	Â <u>(12)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	277,000
Option (right to buy)	\$ 30.11	Â	Â	Â	Â	Â	Â	Â <u>(13)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	261,000

