

RICHARDSON DUNCAN W
Form 5
December 10, 2008

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
RICHARDSON DUNCAN W

(Last) (First) (Middle)

THE EATON VANCE
BUILDING, 255 STATE STREET

(Street)

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
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON, MA 021092617

(City) (State) (Zip)

____X____ 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. Common Stock (Voting)	Â	Â	Â	Â Â Â Â Amount (D) Price	44,566	I	By Voting Trust ⁽¹⁾
Eaton Vance Corp. Non-voting Common	Â	Â	Â	Â Â Â Â	486,059	D	Â

Stock

Voting Trust Receipt (2)

 \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A}

44,566

D

 \hat{A}

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽³⁾	\$ 8.59	Â	Â	Â	Â	Â	Â ⁽⁴⁾	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	72,000
Option (right to buy) ⁽³⁾	\$ 12.27	Â	Â	Â	Â	Â	Â ⁽⁵⁾	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	200,000
Option (right to buy) ⁽³⁾	\$ 14.34	Â	Â	Â	Â	Â	Â ⁽⁶⁾	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	250,000
Option (right to buy) ⁽³⁾	\$ 14.55	Â	Â	Â	Â	Â	Â ⁽⁷⁾	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	282,600
	\$ 17.51	Â	Â	Â	Â	Â	Â ⁽⁸⁾	11/03/2013		273,000

Option (right to buy) ⁽³⁾										Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 21.96	Â	Â	Â	Â	Â	Â	Â ⁽⁹⁾	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	259,600
Option (right to buy)	\$ 24.87	Â	Â	Â	Â	Â	Â	Â ⁽¹⁰⁾	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	210,500
Option (right to buy)	\$ 30.11	Â	Â	Â	Â	Â	Â	Â ⁽¹¹⁾	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	200,800
Option (right to buy)	\$ 48.39	Â	Â	Â	Â	Â	Â	Â ⁽¹²⁾	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	139,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDSON DUNCAN W THE EATON VANCE BUILDING 255 STATE STREET BOSTON,Â MAÂ 021092617	Â	Â	Â Executive Vice President	Â

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).

All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Thomas E. Faust, Duncan Richardson, Jeffrey P. Beale, Lisa Jones, G. West Saltonstall, Payson Swaffield, Robert J. Whelan, Matthew J. Witkos, Maureen

(1) Gemma, Fredrick Marius, Cynthia Clemson, Michael R. Mach, Robert MacIntosh, Thomas M. Metzold, Scott H. Page, Judith Saryan, Michael Weilheimer, Walter Row are the Voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.

(2) A Voting Trust Receipt represents a share of Voting Common Stock.

(3) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.

(4) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.

(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%.

(12) 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.

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