

EATON VANCE CORP
 Form 4/A
 January 14, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
O REILLY VINCENT M

(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. Date of Earliest Transaction
 (Month/Day/Year)
11/03/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
11/04/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
Eaton Vance Corp. Non-voting Common Stock					2,473.81	D	

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

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SEC 1474 (9-02)

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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)	Am or Num of S
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option (right to buy)	\$ 21.99	11/03/2008		A	5,800	11/03/2008 11/03/2018	Eaton Vance Corp. Non-voting Common Stock	5,
Phantom Stock	<u>11</u>	11/03/2008		A	<u>2,273</u> ⁽²⁾	11/03/2010 ⁽¹⁾ 11/03/2010 ⁽¹⁾	Eaton Vance Corp. Non-voting Common Stock	2,
Option (right to buy)	\$ 18.14					⁽³⁾ 12/19/2013	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	\$ 25.39					⁽³⁾ 12/17/2014	Eaton Vance Corp. Non-voting Common Stock	12
Option (right to buy)	\$ 27.58					⁽³⁾ 12/16/2015	Eaton Vance Corp. Non-voting Common Stock	8,
Option (right to buy)	\$ 30.11					11/01/2006 11/01/2016	Eaton Vance Corp. Non-voting	8,

Option (right to buy)	\$ 48.39	11/01/2007	11/01/2017	Common Stock Eaton Vance Corp. Non-voting Common Stock	6.
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O REILLY VINCENT M THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	X			

Signatures

By: Katie McManus, Attorney
in Fact

11/04/2008

__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).
- (1) Each share of Phantom Stock is the economic equivalent of one share of non-voting common stock. The shares of Phantom Stock become payable in cash at the earlier of the second anniversary of the grant date or the date of the non-employee director's termination.
- (2) On November 3, 2008 a Phantom Stock Award was granted. The Phantom Stock Award is a formula grant with an equivalent value of \$50,000, with the number of units of Phantom Stock actually awarded based on the FMV of a share of Company Non-Voting Stock on the grant date. On November 3, 2008 the FMV was \$21.99 which calculated to 2,273 shares. On this date only 2,200 shares were reported. This amendment reflects the Phantom Stock Grant with an additional 73 shares to correct the original award.
- (3) These options vest over a 4 year period at 25% per year.

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.