

RICHARDSON DUNCAN W  
Form 3/A  
June 15, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â RICHARDSON DUNCAN W		(Month/Day/Year)	EATON VANCE CORP [EV]	
(Last)	(First)	(Middle)	01/11/2006	
THE EATON VANCE BUILDING,Â 255 STATE STREET		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		01/26/2006
BOSTON,Â MAÂ 021092617		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Executive Vice President		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Eaton Vance Corp. Non-voting Common Stock	364,110	D	Â
Eaton Vance Corp. Non-voting Common Stock	15,492	I	By Voting Trust <u>(1)</u>
Voting Trust Receipt <u>(2)</u>	15,492	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option (right to buy) <sup>(3)</sup>	Â <sup>(4)</sup>	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	100,000	\$ 5.73	D	Â
Option (right to buy) <sup>(3)</sup>	Â <sup>(5)</sup>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	72,000	\$ 8.59	D	Â
Option (right to buy) <sup>(3)</sup>	Â <sup>(6)</sup>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	200,000	\$ 12.27	D	Â
Option (right to buy) <sup>(3)</sup>	Â <sup>(7)</sup>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	250,000	\$ 14.34	D	Â
Option (right to buy) <sup>(3)</sup>	Â <sup>(8)</sup>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	282,600	\$ 14.55	D	Â
Option (right to buy) <sup>(3)</sup>	Â <sup>(9)</sup>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	273,000	\$ 17.51	D	Â
Option (right to buy) <sup>(3)</sup>	Â <sup>(10)</sup>	11/01/2014	Eaton Vance Corp. Non-voting	259,600	\$ 21.96	D	Â

