

EATON VANCE CORP
 Form 4
 November 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Marius Frederick S

(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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Legal Officer

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)
			Code	V	Amount	(D)	Price
Eaton Vance Corp. Non-voting Common Stock	11/01/2007		A ⁽¹⁾	V	365	A	\$ 34.14
Eaton Vance Corp. Non-voting Common Stock	05/01/2008		A ⁽¹⁾	V	379	A	\$ 32.94
Eaton Vance Corp.	11/03/2008		A ⁽¹⁾	V	630	A	\$ 19.8
					9,748		

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Non-voting
Common
Stock

Eaton Vance
Corp.

Non-voting 11/04/2008
Common
Stock

F 108 D \$ 22.1 9,640 D

Eaton Vance
Corp.

Common
Stock
(Voting)

18,623 I

By Voting
Trust ⁽²⁾

Voting Trust
Receipt ⁽³⁾

18,623 D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 21.99	11/03/2008		A	23,800	⁽⁴⁾	11/03/2018	Eaton Vance Corp. Non-voting Common Stock	23,800
Option (right to buy)	\$ 18.99					⁽⁵⁾	04/14/2014	Eaton Vance Corp. Non-voting Common Stock	8,000

Option (right to buy)	\$ 21.96	<u>(6)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	8,200
Option (right to buy)	\$ 24.87	<u>(7)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	7,800
Option (right to buy)	\$ 30.11	<u>(8)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	7,500
Option (right to buy)	\$ 48.39	<u>(9)</u>	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	8,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marius Frederick S THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			Chief Legal Officer	

Signatures

By: Katie McManus, Attorney
in Fact

11/05/2008

**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) These shares were acquired under the 1986 Employee Stock Purchase Plan, which is a 16b-3 plan.
- (2) 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 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

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Exchange Act.

- (3) A Voting Trust Receipt represents a share of Voting Common Stock.
- (4) Granted on November 3, 2008 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (5) These options vest over a 4 year period at 25% per year.
- (6) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (8) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (9) 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 is insufficient, *see* Instruction 6 for procedure.

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