

EATON VANCE CORP
Form 4
July 17, 2008

FORM 4

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).

**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

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(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)

07/15/2008

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 ____ Other (specify
below) below)

Chief Legal Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__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 Following Reported Transaction(s) (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) ⁽¹⁾ | 07/15/2008 | | J ⁽²⁾ | 18,623 A \$ 1.94 | 18,623 | I | By Voting Trust ⁽³⁾ |
| Voting Trust Receipt ⁽¹⁾ | 07/15/2008 | | J ⁽²⁾ | 18,623 A \$ 0 | 18,623 | D | |
| Eaton Vance Corp. Non-voting Common Stock | | | | | 8,374 | D | |

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

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SEC 1474
(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) | 8. Pr Deri Secu (Inst |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) | \$ 18.99 | | | | | <u>(4)</u> | 04/14/2014 | Eaton Vance Corp. Non-voting Common Stock | 8,000 |
| Option (right to buy) | \$ 21.96 | | | | | <u>(5)</u> | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 8,200 |
| Option (right to buy) | \$ 24.87 | | | | | <u>(6)</u> | 11/01/2015 | Eaton Vance Corp. Non-voting Common Stock | 7,800 |
| Option (right to buy) | \$ 30.11 | | | | | <u>(7)</u> | 11/01/2016 | Eaton Vance Corp. Non-voting Common Stock | 7,500 |
| Option | \$ 48.39 | | | | | <u>(8)</u> | 11/01/2017 | Eaton | 8,700 |

Vance
Corp.
Non-voting
Common
Stock

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

By: Katie McManus, Attorney
in Fact

07/17/2008

 **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) A Voting Trust Receipt represents a share of Voting Common Stock.
- (2) Voting Trust shares issued by Eaton Vance.

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

- (3) 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.
- (4) These options vest over a 4 year period at 25% per year.
- (5) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (7) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (8) 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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