BEALE JEFFREY P

Form 4

Receipt (2)

November 03, 2006

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BEALE JEFFREY P Issuer Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify THE EATON VANCE 11/01/2006 below) below) **BUILDING. 255 STATE STREET** Chief Administrative Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 021092617 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Eaton Vance Corp. By Voting Common 9,344 I Trust (1) Stock (Voting) Eaton Vance Corp. Non-voting 129,150.32 D Common Stock **Voting Trust**

9,344

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. Transactic Code (Instr. 8)	5. Number of torDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 30.11	11/01/2006		A	55,200	(3)	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	55,200
Option (right to buy)	\$ 8.59					<u>(4)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	60,000
Option (right to buy)	\$ 12.27					<u>(5)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	80,000
Option (right to buy)	\$ 14.34					<u>(6)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	76,400
Option (right to buy)	\$ 14.55					<u>(7)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common	82,400

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				Stock	
Option (right to buy)	\$ 17.51	(8)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	84,600
Option (right to buy)	\$ 21.96	<u>(9)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400
Option (right to buy)	\$ 24.87	(10)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEALE JEFFREY P THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617

Chief Administrative Officer

# **Signatures**

By: Katie McManus, Attorney in Fact 11/03/2006

\*\*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 James B. Hawkes,

  Thomas E. Faust, Wharton P. Whitaker, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh,

  Payson Swaffield, Jeffrey P. Beele, Michael Mach, Judith Sarvan, Scott Page, Cynthia Clemson, Michael Weilheimer, and G. West
- (1) Thomas E. Faust, Wharton P. Whitaker, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh Payson Swaffield, Jeffrey P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, and G. West Saltonstall 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 on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- Granted on November 1, 1999, these options vest over 5 years starting in 2000 in increments of 13.33%, 13.33%, 13.33%, 30%, and 30% respectively.

(5) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.

Reporting Owners 3

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- (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%.

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.