Edgar Filing: EATON VANCE CORP - Form 4

EATON VAN	CE CORP											
Form 4	2006											
December 07, FORM	Л									OMB AF	PROVAL	
	UNITED ST	FATES SE						IGE CO	OMMISSION	OMB Number:	3235-0287	
Section 16. Form 4 or			Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNE SECURITIES Section 16(a) of the Securities Exchange A							Expires: Estimated a burden hour response		
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(a)		lic Util	ity Ho	ldiı	ng Comp	any	Act of a	1935 or Section			
(Print or Type Re	sponses)											
WHITAKER WHARTON P Symbol				r Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mi		Date of E			-	2 V]		(Check all applicable)			
THE EATON VANCE 12/06/200 BUILDING, 255 STATE STREET									Director 10% Owner X Officer (give title Other (specify below) President, EV Distributors			
(Street) 4. If Amend					Date	Original		(6. Individual or Joint/Group Filing(Check			
BOSTON, M	A 021092617	File	ed(Month	/Day/Ye	ar)			-	Applicable Line) _X_ Form filed by O Form filed by Mo Person			
(City)	(State) (Z	iip)	Table]	[- Non-	-Der	rivative Se	curit		ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)			
Eaton Vance Corp. Non-voting Common Stock	11/01/2006			A <u>(1)</u>	V	506	A	\$ 24.65	1,338,342	D		
Eaton Vance Corp. Non-voting Common Stock	12/06/2006			М		6,872	A	\$ 16.01	1,345,214 <u>(2)</u>	D		
Eaton Vance Corp.									37,116	Ι	By Voting Trust (3)	

Common Stock (Voting)			
Eaton Vance Corp. Non-voting Common Stock	64,789	I	Stock Option Income Deferral (4)
Voting Trust Receipt (5)	37,116	D	

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

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 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. Num orof Deri Securiti Acquira (A) or Disposa (D) (Instr. 3 and 5)	vative ies ed ed of	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)	\$ 16.01	12/06/2006		М	6	5,872	<u>(6)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872
Option (right ot buy)	\$ 14.34						(7)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426
Option (right to buy)	\$ 19.26						(8)	11/03/2008	Eaton Vance Corp. Non-voting	5,710

				Common Stock	
Option (right to buy)	\$ 8.6	<u>(9)</u>	11/01/2009	Eaton Vance Corp. Common Stock (Voting)	12,000
Option (right to buy)	\$ 12.27	(10)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	15,848
Option (right to buy)	\$ 14.55	(11)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
Option (right to buy)	\$ 17.51	(12)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	65,890
Option (right to buy)	\$ 21.96	(13)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	64,800
Option (right to buy)	\$ 24.87	(14)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200
Option (right to buy)	\$ 30.11	(15)	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	55,200

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
WHITAKER WHARTON P THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			President, EV Distributors				
Signatures							
By: Katie McManus, Attorney in Fact	12/07/20	006					
**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) Adjusted to include dividend reinvestment as follows: 11/8/04 292 shares at \$22.89; 2/14/05 255 shares at \$26.32; 5/9/05 278 shares at \$24.18; 8/8/05 275 shares at \$24.53

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,
 (3) 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.

- (4) Shares credited under the company's Stock Option Income Deferral Plan.
- (5) A Voting Trust Receipt represents a share of Voting Common Stock.
- (6) Granted on 11/1/2002 these options vest 100% on 11/1/2006
- (7) Granted on 11/1/2001 these options vest 22% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2006 and 12% on 11/1/2005
- (8) Granted on 11/3/2003 these options vest 100% on 11/3/2007
- (9) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
- (10) Granted on 11/1/2000 these options vest 23% on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004
- (11) Grnated on 11/1/2002 these options vest 22% on 11/1/2003, 11/2/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006
- (12) Granted on 11/3/2003 these options vest 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% on 11/3/2007
- (13) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (14) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (15) Granted on November 1, 2006 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.