

EATON VANCE CORP  
Form 4  
October 09, 2007

**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 \*  
**STEUL WILLIAM M**

(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)  
**10/05/2007**

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 Financial 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 or Disposed of (A) or (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	11/01/2006		A	V	506 A \$ 24.65	489,412	D
Eaton Vance Corp. Non-voting Common Stock	05/01/2007		A	V	461 A \$ 27.1	489,873	D
Eaton Vance Corp.	06/08/2007		G	V	2,000 D \$ 0	487,873	D

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Non-voting Common Stock									
Eaton Vance Corp. Non-voting Common Stock	10/05/2007		M	6,872	A	\$ 16.01	494,745	D	
Eaton Vance Corp. Common Stock (Voting)							37,116	I	By Voting Trust <sup>(1)</sup>
Eaton Vance Corp. Non-voting Common Stock							86,941	I	Stock Option Income Deferral <u>(2)</u> <u>(3)</u>
Voting Trust Receipt <sup>(4)</sup>							37,116	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)	\$ 16.01	10/05/2007		M	6,872	<u>(5)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872

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Option (right to buy)	\$ 19.26	<u>(6)</u>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	5,710
Option (right to buy)	\$ 8.59	<u>(7)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	60,000
Option (right to buy)	\$ 12.27	<u>(8)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	51,848
Option (right to buy)	\$ 14.34	<u>(9)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426
Option (right to buy)	\$ 14.55	<u>(10)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
Option (right to buy)	\$ 17.51	<u>(11)</u>	11/01/2013	Eaton Vance Corp. Non-voting Common Stock	74,890
Option (right to buy)	\$ 21.96	<u>(12)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400
Option (right to buy)	\$ 24.87	<u>(13)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common	58,200



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