

FAUST THOMAS E JR
Form 4
October 29, 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 *
FAUST THOMAS E JR

(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)
10/26/2007

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)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Eaton Vance Corp. Non-voting Common Stock | 11/01/2006 | | A | V | 506 | A | \$ 24.65 |
| Eaton Vance Corp. Non-voting Common Stock | 11/21/2006 | | A | V | 16,224 | A | \$ 27.74 |
| Eaton Vance Corp. | 12/21/2006 | | G | V | 4,200 | D | \$ 0 |
| | | | | | | | 1,557,597 |
| | | | | | | | 1,573,821 |
| | | | | | | | 1,569,621 |

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Non-voting
Common
Stock

Eaton Vance
Corp.

Non-voting 05/01/2007 A V 461 A \$ 27.1 1,570,082 D
Common
Stock

Eaton Vance
Corp.

Non-voting 10/26/2007 M 6,872 A \$ 16.01 1,576,954 D
Common
Stock

Eaton Vance
Corp.

Common 55,812 I By
Stock Voting
(Voting) Trust ⁽¹⁾

Eaton Vance
Corp.

Non-voting 223,080 I Stock
Common Income
Stock Deferral ⁽²⁾

Voting Trust
Receipt ⁽³⁾

55,812 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to) | \$ 16.01 | 10/26/2007 | | M | 6,872 | ⁽⁴⁾ 11/01/2007 | Eaton Vance | 6,872 |

| | | | | | |
|-----------------------------|----------|-------------|------------|--|---------|
| buy) | | | | Corp. Non-voting Common Stock | |
| Option (right to buy) | \$ 19.26 | <u>(5)</u> | 11/03/2008 | Eaton Vance Corp. Non-voting Common Stock | 5,710 |
| Option (right to buy) | \$ 8.6 | <u>(6)</u> | 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock | 108,400 |
| Option (right to buy) | \$ 12.27 | <u>(7)</u> | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 241,848 |
| Option (right to buy) | \$ 14.34 | <u>(8)</u> | 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock | 270,826 |
| Option (right to buy) | \$ 14.55 | <u>(9)</u> | 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock | 307,128 |
| Option (right to buy) | \$ 17.51 | <u>(10)</u> | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 316,890 |
| Option (right to buy) | \$ 21.96 | <u>(11)</u> | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 273,200 |
| | \$ 24.87 | <u>(12)</u> | 11/01/2015 | | 221,600 |

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(12) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

(13) 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.

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