

EATON VANCE CORP  
Form 4  
October 31, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)  
10/30/2008

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)  
CEO

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)
Eaton Vance Corp. Non-voting Common Stock	12/19/2007		G	V 5,150	D \$ 0 1,585,969	D	
Eaton Vance Corp. Non-voting Common Stock	05/01/2008		A	V 379	A \$ 36.6 1,586,348	D	
Eaton Vance Corp.	10/30/2008		M	5,710	A \$ 19.26 1,592,058	D	

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Non-voting Common Stock										
Eaton Vance Corp. Non-voting Common Stock	12/19/2007		G	V	2,000	A	\$ 0	2,000	I	By Custodian For Children
Eaton Vance Corp. Common Stock (Voting)								74,277	I	By Voting Trust <sup>(1)</sup>
Eaton Vance Corp. Non-voting Common Stock								223,080	I	Stock Option Income Deferral <sup>(2)</sup>
Voting Trust Receipt <sup>(3)</sup>								74,277	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)	\$ 19.26	10/30/2008		M	5,710	<sup>(4)</sup>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	5,710
	\$ 8.6					<sup>(5)</sup>	11/01/2009		108,400

Option (right to buy)				Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 12.27	<u>(6)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	241,848
Option (right to buy)	\$ 14.34	<u>(7)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	270,826
Option (right to buy)	\$ 14.55	<u>(8)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	307,128
Option (right to buy)	\$ 17.51	<u>(9)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	316,890
Option (right to buy)	\$ 21.96	<u>(10)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	273,200
Option (right to buy)	\$ 24.87	<u>(11)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	221,600
Option (right to buy)	\$ 30.11	<u>(12)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common	210,800

Option (right to buy)	\$ 48.39	(13)	11/01/2017	Stock Eaton Vance Corp. Non-voting Common Stock	279,400
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAUST THOMAS E JR THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	X		CEO	

## Signatures

By: Katie McManus, Attorney  
in Fact

10/30/2008

\_\_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) 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, 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, G. West Saltonstall, Lisa Jones, Robert Whelan and Matthew Witkos are the Voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
  - (2) Shares credited under the company's Stock Option Income Deferral Plan.
  - (3) A Voting Trust Receipt represents a share of Voting Common Stock.
  - (4) Granted on 11/3/2003 these options vest 100% on 11/3/2007.
  - (5) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
  - (6) Granted on 11/1/2000 these options vest 21% on 11/1/2001, 11/2/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004
  - (7) Granted on 11/1/2001 these options vest 20.5% on 11/1/2002 , 11/1/2003 , 11/2/2004 , 11/1/2006 and 18% on 11/1/2005
  - (8) Granted on 11/1/2002 these options vest 20.5% on 11/1/2003 , 11/1/2004, 11/1/2005 , 11/1/2007 and 18% on 11/1/2006
  - (9) Granted on 11/3/2003 these options vest 20.3% on 11/3/2004 , 11/3/2005, 11/3/2006, 11/3/2008 and 19% on 11/3/2007.
  - (10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
  - (11) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
  - (12) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
  - (13) 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. 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.