

BEALE JEFFREY P
Form 5
December 14, 2005

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BEALE JEFFREY P

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/31/2005

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 Administrative Officer

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Amount or Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Eaton Vance Corp. Common Stock (Voting)							9,344	I	By Voting Trust ⁽¹⁾
Eaton Vance Corp. Non-voting Common Stock							118,396.32	D	

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Voting Trust Receipt ⁽²⁾ Â Â Â Â Â Â 9,344 D Â

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
					(A) (D)	Date Exercisable Expiration Date	Title	
Option (right to buy)	\$ 5.73	Â	Â	Â	Â Â Â ⁽³⁾	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	11,600
Option (right to buy)	\$ 8.59	Â	Â	Â	Â Â Â ⁽⁴⁾	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	60,000
Option (right to buy)	\$ 12.27	Â	Â	Â	Â Â Â ⁽⁵⁾	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	80,000
Option (right to buy)	\$ 14.34	Â	Â	Â	Â Â Â ⁽⁶⁾	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	76,400
Option	\$ 14.55	Â	Â	Â	Â Â Â ⁽⁷⁾	11/01/2012	Eaton	82,400

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(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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.