

EATON VANCE CORP
Form 4
October 04, 2006

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 *
DYNNER ALAN R

(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)
10/03/2006

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)
Voting Trustee

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Eaton Vance Corp. Non-voting Common Stock	10/03/2006		M		45,160	A	\$ 5.73
Eaton Vance Corp. Non-voting Common Stock	10/03/2006		F		8,820	D	\$ 0 454,730
Eaton Vance Corp.	10/03/2006		F		12,567	D	\$ 0 442,163

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Non-voting Common Stock			
Eaton Vance Corp. Common Stock (Voting)	37,116	I	By Voting Trust ⁽¹⁾
Voting Trust Receipt ⁽²⁾	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) ⁽³⁾	\$ 5.73	10/03/2006		M	45,160	⁽⁴⁾ 11/02/2006	Eaton Vance Corp. Non-voting Common Stock	45,160	
Option (right to buy)	\$ 16.01					⁽⁵⁾ 11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872	
Option (right to buy)	\$ 8.59					⁽⁶⁾ 11/01/2009	Eaton Vance Corp. Non-voting Common	60,000	

Option (right to buy)	Exercise Price	Grant Date	Expiration Date	Stock	Quantity
Option (right to buy)	\$ 12.27	(7)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	51,848
Option (right to buy)	\$ 14.34	(8)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426
Option (right to buy)	\$ 14.55	(9)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
Option (right to buy)	\$ 17.51	(10)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	80,600
Option (right to buy)	\$ 21.96	(11)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400
Option (right to buy)	\$ 24.87	(12)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DYNNER ALAN R THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			Voting Trustee	

Signatures

By: Katie McManus, Attorney
in Fact

10/04/2006

__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).

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, 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.
- (1) A Voting Trust Receipt represents a share of Voting Common Stock.
- (2) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (3) Granted on November 2, 1998, these options vest over 5 years starting in 1999 in increments of 14%, 14%, 14%, 36%, and 22% respectively.
- (4) Granted on 11/1/2002 these option vest 100% on 11/1/2006
- (5) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (6) Granted on 11/1/2000 these option vest 23% on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004
- (7) Granted on 11/1/2001 these options vest 22% 11/1/2002, 11/1/2003, 11/1/2004 11/1/2006 and 12% on 11/1/2005
- (8) Granted on 11/1/2002 these options vest 22% on 11/1/2003, 11/1/2004, 11/2/2005, 11/1/2007 and 12% on 11/1/2006
- (9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (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%.

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.