Berman Ann E Form 5 December 14, 2007

FORM 5

FORM	5								OMBA	THOTAL			
	UNITE	ED STA	TES SECUR	ITIES AND	<b>EXCHA</b>	NG	E CO	MMISSION	OMB Number:	3235-0362			
Check this box if no longer subject				Washington, D.C. 20549						January 31, 2005			
5 obligations may continue.				ATEMENT OF CHANGES IN BENEI OWNERSHIP OF SECURITIES				ICIAL	verage 's per				
See Instruction 1(b). Form 3 Hold Reported Form 4 Transactions Reported	Filed	17(a) of	t to Section 16 the Public Uti 0(h) of the Inv	lity Holding	Compan	у Ас	t of 19		1				
Berman Ann E			Symbol	Symbol				5. Relationship of Reporting Person(s) to Issuer					
				EATON VANCE CORP [EV]					(Check all applicable)				
(Last)				ement for Issuer's Fiscal Year Ended n/Day/Year) /2007				_X_ Director 10% Owner Officer (give title Other (specify					
THE EATON BUILDING,Â		E STRE	EET				be	low)	below)				
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Reporting  (check applicable line)					
BOSTON, M	ИАÂ 02109	2617						(_ Form Filed by ( _ Form Filed by M rson	One Reporting Pe				
(City)	(State)	(Zip)	Table	I - Non-Deriva	ative Secu	rities	Acquir	quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	ccurity (Month/Day/Year) str. 3)		A. Deemed Execution Date, if ny Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Estan Vanas					Amount		Price	4)					
Eaton Vance Corp. Non-voting Common Stock	Â	Â	ì	Â	Â	Â	Â	1,000	D	Â			
Reminder: Report securities benefic			ndirectly.	contained in	this form	are r	not req	ection of informulation of informulation of information of informa	ond unless	SEC 2270 (9-02)			

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# 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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 28.37	Â	Â	Â	Â	Â	(1)	01/11/2016	Eaton Vance Corp. Non-voting Common Stock	8,500
Option (right to buy)	\$ 30.11	Â	Â	Â	Â	Â	11/01/2006	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	8,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Othe			
Berman Ann E THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	ÂX	Â	Â	Â			

## **Signatures**

By: Katie McManus, Attorney in Fact 12/14/2007

\*\*Signature of Reporting Person

### **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) These options vest over a 4 year period at 25% per year.

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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.