UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### RICHARDSON DUNCAN W

Form 5

December 14, 2007

FORM 5

Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RICHARDSON DUNCAN W Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X \_ Officer (give title Other (specify 10/31/2007 below) below) THE EATON VANCE **Executive Vice President BUILDING, Â 255 STATE STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BOSTON, MAÂ 021092617 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Acquired (A) or Indirect Security Transaction Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's (Instr. 4) Indirect (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Eaton Vance Corp. By Voting Â Â Â Â Â Â Common 30,356 I Trust (1) Stock (Voting) Â Â Â Â Eaton Vance Â Â 465,635 D Corp. Non-voting Common

**OMB APPROVAL** 

3235-0362

**OMB** 

Stock

Voting Trust Receipt  $\frac{(2)}{2}$   $\hat{A}$   $\hat{$ 

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., paus, cans, 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. 6. Date Exercisable and Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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) (3)	\$ 8.59	Â	Â	Â	Â	Â	(4)	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	72,000
Option (right to buy) (3)	\$ 12.27	Â	Â	Â	Â	Â	(5)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	200,000
Option (right to buy) (3)	\$ 14.34	Â	Â	Â	Â	Â	(6)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	250,000
Option (right to buy) (3)	\$ 14.55	Â	Â	Â	Â	Â	(7)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	282,600
	\$ 17.51	Â	Â	Â	Â	Â	(8)	11/03/2013		273,000

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Option (right to buy) (3)									Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 21.96	Â	Â	Â	Â	Â	( <u>9)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	259,600
Option (right to buy)	\$ 24.87	Â	Â	Â	Â	Â	(10)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	210,500
Option (right to buy)	\$ 30.11	Â	Â	Â	Â	Â	(11)	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	200,800

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips							
•	Director	10% Owner	Officer	Other				
RICHARDSON DUNCAN W THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	Â	Â	Executive Vice President	Â				

## **Signatures**

By: Katie McManus, Attorney
in Fact

\*\*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, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield,
- (1) 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.

Reporting Owners 3

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- (2) A Voting Trust Receipt represents a share of Voting Common Stock.
- (3) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (4) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (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.
- (10) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (11) 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 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.