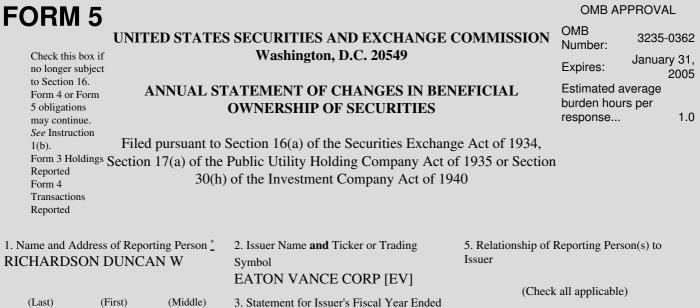
RICHARDSON DUNCAN W Form 5 December 14, 2007



(Month/Day/Year) 10/31/2007 THE EATON VANCE BUILDING, Â 255 STATE STREET

(Street)

(State)

(Zip)

BOSTON, MAÂ 021092617

(City)

4. If Amendment, Date Original Filed(Month/Day/Year)

X Form Filed by One Reporting Person

6. Individual or Joint/Group Reporting

10% Owner

below)

Executive Vice President

(check applicable line)

Other (specify

Form Filed by More than One Reporting

Person

Director

below)

_X__Officer (give title

(City)	(State) (Zij	p) Table I	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. Securi Acquired Disposed (Instr. 3, Amount	l (A) c l of (D))	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 Indirect Beneficial Ownership (Instr. 4)		
Eaton Vance Corp. Common Stock (Voting)	Â	Â	Â	Â	Â	Â	30,356	I	By Voting Trust (1)		
Eaton Vance Corp. Non-voting Common	Â	Â	Â	Â	Â	Â	465,635	D	Â		

Stock

Voting Trust Receipt (2)	Â	Â	Â	Â	Â	Â	30,356	D	Â
Receipt (2)									

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)

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. Num of Deriv Secu Acqu (A) c Disp of (D (Insti 4, an	vative rities nired or osed)) r. 3,	6. Date Exerc Expiration Da (Month/Day/	ate	7. Title and Am Underlying Sec (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	(<u>6)</u>	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

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	Relationships								
	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									

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

 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) 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.