

EATON VANCE CORP
 Form 4
 June 06, 2008

FORM 4

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

OMB APPROVAL

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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 *
HYLTON LAURIE G

 (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)
06/05/2008
 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)
VP & Chief Accounting Officer
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Eaton Vance Corp. Non-voting Common Stock	06/05/2008		M		34,496	A	\$ 14.34
Eaton Vance Corp. Non-voting Common Stock	06/05/2008		S		34,496	D	\$ 42.74
Eaton Vance Corp.					1,200	I	By Custodian

Non-voting
Common
Stock

For
Children

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

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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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy) ⁽¹⁾	\$ 14.34	06/05/2008		M	34,496	⁽²⁾ 11/01/2011	Eaton Vance Corp. Non-voting Common Stock 34,496
Option (right to buy)	\$ 12.27					⁽³⁾ 11/01/2010	Eaton Vance Corp. Non-voting Common Stock 8,000
Option (right to buy)	\$ 14.55					⁽⁴⁾ 11/01/2012	Eaton Vance Corp. Non-voting Common Stock 44,800
Option (right to buy)	\$ 17.51					⁽⁵⁾ 11/03/2013	Eaton Vance Corp. Non-voting Common Stock 39,800

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- (4) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (8) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (9) Granted on November 1, 2007 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.

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