

EATON VANCE CORP  
Form 4  
January 13, 2009

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**O REILLY VINCENT M**

(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)  
**01/07/2009**

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)

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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Eaton Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 01/07/2009                              |                                                             | M                                       | 2,200 A                                                                 | \$ 0 4,673.81                                                                                                      | D                                                                          |                                                                   |
| Eaton Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 01/07/2009                              |                                                             | D                                       | 2,200 D                                                                 | \$ 20.27 2,473.81                                                                                                  | D                                                                          |                                                                   |

(1)

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) |                       | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                         |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------|------------------------------------------------------------------|-------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date Exercisable                                               | Expiration Date       | Title                                                            | Am<br>or<br>Nun<br>of S |
| Phantom<br>Stock                                    | <u>(1)</u>                                                            | 01/07/2009                              |                                                             | M                                       | 2,200                                                                                                           | 11/03/2010 <u>(1)</u>                                          | 11/03/2010 <u>(1)</u> | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock         | 2,                      |
| Option<br>(right to<br>buy)                         | \$ 18.14                                                              |                                         |                                                             |                                         |                                                                                                                 | <u>(2)</u>                                                     | 12/19/2013            | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock         | 12                      |
| Option<br>(right to<br>buy)                         | \$ 25.39                                                              |                                         |                                                             |                                         |                                                                                                                 | <u>(2)</u>                                                     | 12/17/2014            | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock         | 12                      |
| Option<br>(right to<br>buy)                         | \$ 27.58                                                              |                                         |                                                             |                                         |                                                                                                                 | <u>(2)</u>                                                     | 12/16/2015            | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock         | 8,                      |
| Option<br>(right to<br>buy)                         | \$ 30.11                                                              |                                         |                                                             |                                         |                                                                                                                 | 11/01/2006                                                     | 11/01/2016            | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common                  | 8,                      |

|                             |          |            |            |                                                                   |    |
|-----------------------------|----------|------------|------------|-------------------------------------------------------------------|----|
| Option<br>(right to<br>buy) | \$ 48.39 | 11/01/2007 | 11/01/2017 | Stock<br>Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 6, |
| Option<br>(right to<br>buy) | \$ 21.99 | 11/03/2008 | 11/03/2018 | Stock<br>Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 5, |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                            | Director      | 10% Owner | Officer | Other |
| O REILLY VINCENT M<br>THE EATON VANCE BUILDING<br>255 STATE STREET<br>BOSTON, MA 021092617 | X             |           |         |       |

## Signatures

By: Katie McManus, Attorney  
in Fact

01/07/2009

\_\_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).

(1) Each share of Phantom Stock is the economic equivalent of one share of non-voting common stock. The shares of Phantom Stock become payable in cash at the earlier of the second anniversary of the grant date or the date of the non-employee director's termination.

(2) These options vest over a 4 year period at 25% per year.

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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