

RICHARDSON DUNCAN W

Form 4

October 25, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHARDSON DUNCAN W

(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)

10/24/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Eaton Vance Corp. Non-voting Common Stock	10/24/2006		M	65,160	A \$ 5.73	464,668	D
Eaton Vance Corp. Non-voting Common Stock					15,492	I	By Voting Trust ⁽¹⁾
Voting Trust Receipt ⁽²⁾					15,492	D	

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

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(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. 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 of Number of Shares
Option (right to buy) ⁽³⁾	\$ 5.73	10/24/2006		M	65,160	⁽⁴⁾ 11/02/2006	Eaton Vance Corp. Non-voting Common Stock 65,160
Option (right to buy) ⁽³⁾	\$ 8.59					⁽⁵⁾ 11/01/2009	Eaton Vance Corp. Non-voting Common Stock 72,000
Option (right to buy) ⁽³⁾	\$ 12.27					⁽⁶⁾ 11/01/2010	Eaton Vance Corp. Non-voting Common Stock 200,000
Option (right to buy) ⁽³⁾	\$ 14.34					⁽⁷⁾ 11/01/2011	Eaton Vance Corp. Non-voting Common Stock 250,000
Option (right to buy) ⁽³⁾	\$ 14.55					⁽⁸⁾ 11/01/2012	Eaton Vance Corp. Non-voting Common 282,600

Option (right to buy) ⁽³⁾	\$ 17.51	<u>(9)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	273,000
Option (right to buy)	\$ 21.96	<u>(10)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	259,600
Option (right to buy)	\$ 24.87	<u>(11)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	210,500

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			Executive Vice President	

Signatures

By: Katie McManus, Attorney
in Fact

10/24/2006

 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) 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, Wharton P. Whitaker, 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, and G. West Saltonstall 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 2, 1998, these options vest over a 4 year period at 25% per year.
 - (5) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.

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- (6) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (11) Granted on November 1, 2005 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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