

HYLTON LAURIE G
Form 4
January 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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)
01/04/2007

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Eaton Vance Corp. Non-voting Common Stock	01/04/2007	01/04/2007	M		38,080	A	\$ 8.59 82,903
Eaton Vance Corp. Non-voting Common Stock	01/04/2007	01/04/2007	F		9,862	D	\$ 33.18 73,041
Eaton Vance Corp.	01/04/2007	01/04/2007	M		1,920	A	\$ 8.59 74,961

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Non-voting
Common
Stock

Eaton Vance
Corp.

Non-voting Common Stock	01/04/2007	01/04/2007	F	498	D	\$ 33.18	74,463	D
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Eaton Vance
Corp.

Non-voting Common Stock	01/04/2007	01/04/2007	F	539	D	\$ 33.18	73,924	D
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Eaton Vance
Corp.

Non-voting Common Stock							200	I	By Custodian For Child
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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 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⁾	\$ 8.59	01/04/2007	01/04/2007	M	38,080	⁽²⁾	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	38,080
Option (right to buy) ⁽¹⁾	\$ 8.59	01/04/2007	01/04/2007	M	1,920	⁽²⁾	11/01/2009	Eaton Vance Corp.	1,920

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Option (right to buy)	\$ 12.27	<u>(3)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 14.34	<u>(4)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	41,600
Option (right to buy)	\$ 14.55	<u>(5)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	44,800
Option (right to buy)	\$ 17.51	<u>(6)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	\$ 21.96	<u>(7)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	\$ 24.87	<u>(8)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	34,300
Option (right to buy)	\$ 30.11	<u>(9)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	31,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYLTON LAURIE G THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			VP & Chief Accounting Officer	

Signatures

By: Katie McManus, Attorney
 in Fact
 Date: 01/04/2007

**Signature of Reporting Person

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) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
 - (2) Granted on November 1, 1999, these options vest over 5 years starting in 2000 in increments of 13.33%, 13.33%, 13.33%, 30%, and 30% respectively.
 - (3) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
 - (4) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
 - (5) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
 - (6) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
 - (7) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
 - (8) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
 - (9) 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 is insufficient, see Instruction 6 for procedure.
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