BEALE JEFFREY P

Form 5

December 14, 2004

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer BEALE JEFFREY P Symbol EATON VANCE CORP [EV] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 10/31/2004 below) below) THE EATON VANCE Chief Administrative Officer **BUILDING, Â 255 STATE STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BOSTON, MAÂ 021092617 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Indirect Security Transaction Acquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership (Instr. 4) of Issuer's Indirect (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Eaton Vance Corp. By Voting Â Â Â Â Â Â Common 4,672 I Trust (1) Stock (Voting) Â Â Â Â Eaton Vance Â Â 52,684 D Corp. Non-voting Common

OMB APPROVAL

OMB

Stock

Voting Trust Receipt $\frac{(2)}{2}$ \hat{A} $\hat{$

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)	Number		ive es ed ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(Σ))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 11.47	Â	Â	3	Â	Â		(3)	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	12,800
Option (right to buy)	\$ 17.19	Â	Â	3	Â	Â	•	(4)	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	30,000
Option (right to buy)	\$ 24.53	Â	Â	3	Â	Â	•	(5)	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	40,000
Option (right to buy)	\$ 28.67	Â	Â	3	Â	Â		(6)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	38,200

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Option (right to buy)	\$ 29.1	Â	Â	3	ÂÂ	<u>(7)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	41,200
Option (right to buy)	\$ 35.02	Â	Â	3	Â	(8)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	42,300

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BEALE JEFFREY P THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	Â	Â	Chief Administrative Officer	Â				

Signatures

By: Katie McManus, Attorney in Fact 12/14/2004

**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 Mssrs. James B.

 Hawkes, Thomas E. Faust, Jr., Alan R. Dynner, William M. Steul, Wharton P. Whitaker, Thomas J. Fetter, Duncan W. Richardson,

 Jeffrey P. Beale, Scott H. Page, Payson F. Swaffield and Michael W. Weilheimer 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 on November 2, 1998, these options vest over 4 years at 25% per year.
- (4) 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.
- (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.

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.

Reporting Owners 3