

FAUST THOMAS E JR

Form 5

December 14, 2004

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
FAUST THOMAS E JR

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
10/31/20044. 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)

Executive Vice President

6. Individual or Joint/Group Reporting

(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)	(A) or (D) Amount Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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. Common Stock (Voting)	Â	Â	Â	Â	Â	Â	27,906	I	By Voting Trust ⁽¹⁾
Eaton Vance Corp. Non-voting Common	Â	Â	Â	Â	Â	Â	704,566	D	Â

Stock

Eaton Vance
Corp.
Non-voting
Common
Stock

Voting Trust
Receipt ⁽³⁾

Stock
Option
Income
Deferral
⁽²⁾

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)	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 11.47	Â	Â	3	Â Â Â ⁽⁶⁾	11/02/2006	Eaton Vance Corp. Non-voting Common Stock 71,290
Option (right to buy)	\$ 17.19	Â	Â	3	Â Â Â ⁽¹⁰⁾	11/01/2009	Eaton Vance Corp. Non-voting Common Stock 54,200
Option (right to buy)	\$ 26.98	Â	Â	3	Â Â Â ⁽⁴⁾	11/01/2005	Eaton Vance Corp. Non-voting Common Stock 4,076
Option (right to	\$ 24.53	Â	Â	3	Â Â Â ⁽¹¹⁾	11/01/2010	Eaton Vance 120,924

buy)										Corp. Non-voting Common Stock	
Option (right to buy)	\$ 31.54	Â	Â	3	Â	Â	Â <u>(5)</u>	11/01/2006	Eaton Vance Corp. Non-voting Common Stock	3,487	
Option (right to buy)	\$ 28.67	Â	Â	3	Â	Â	Â <u>(7)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	135,413	
Option (right to buy)	\$ 29.1	Â	Â	3	Â	Â	Â <u>(12)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	153,564	
Option (right to buy)	\$ 32.01	Â	Â	3	Â	Â	Â <u>(8)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	3,436	
Option (right to buy)	\$ 38.52	Â	Â	3	Â	Â	Â <u>(9)</u>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	2,855	
Option (right to buy)	\$ 35.02	Â	Â	3	Â	Â	Â <u>(13)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	158,445	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â X	Â	Â Executive Vice President	Â

FAUST THOMAS E JR
THE EATON VANCE BUILDING
255 STATE STREET
BOSTON, MA 021092617

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).
- (1) All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Messrs. 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) Shares credited under the company's Stock Option Income Deferral Plan.
- (3) A Voting Trust Receipt represents a share of Voting Common Stock.
- (4) Granted on 11/1/2000 these options vest 100% on 11/1/2004
- (5) Granted on 11/1/2001 these options vest 100% on 11/1/2005
- (6) Granted on 11/2/1998 these options vest 25% per year beginning 11/2/1999
- (7) Granted on 11/1/2001 these options vest 20.5% on 11/1/2002 , 11/1/2003 , 11/2/2004 , 11/1/2006 and 18% on 11/1/2005
- (8) Granted on 11/1/2002 these options vest 100% 11/1/2006.
- (9) Granted on 11/3/2003 these options vest 100% on 11/3/2007.
- (10) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
- (11) Granted on 11/1/2000 these options vest 21% on 11/1/2001, 11/2/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004
- (12) Granted on 11/1/2002 these options vest 20.5% on 11/1/2003 , 11/1/2004, 11/1/2005 , 11/1/2007 and 18% on 11/1/2006
- (13) Granted on 11/3/2003 these options vest 20.3% on 11/3/2004 , 11/3/2005, 11/3/2006, 11/3/2008 and 19% on 11/3/2007.

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.