

WHITAKER WHARTON P

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 *
WHITAKER WHARTON P

(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
____X____ Officer (give title below) ____ Other (specify below)

President, EV Distributors

6. Individual or Joint/Group Reporting

(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 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. Non-voting Common Stock	Â	Â	Â	Â Â Â Â Â Â	651,371	D	Â
Eaton Vance Corp. Non-voting Common	Â	Â	Â	Â Â Â Â Â Â	31,515 ⁽²⁾	I	Stock Option Income Deferral

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Stock									(3)
Voting Trust Receipt (4)	Â	Â	Â	Â	Â	Â	18,558	D	Â
Eaton Vance Corp. Common Stock (Voting)	Â	Â	Â	Â	Â	Â	18,558	I	By Voting Trust (1)

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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Option (right to buy)	\$ 28.67	Â	Â	3	Â Â Â (5)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	31,213
Option (right to buy)	\$ 26.98	Â	Â	3	Â Â Â (6)	11/01/2005	Eaton Vance Corp. Non-voting Common Stock	4,076
Option (right to buy)	\$ 31.54	Â	Â	3	Â Â Â (7)	11/01/2006	Eaton Vance Corp. Non-voting Common Stock	3,487
	\$ 11.47	Â	Â	3	Â Â Â (8)	11/02/2006		8,710

Option (right to buy)									Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 32.01	Â	Â	3	Â	Â	Â <u>(9)</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>(10)</u>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	2,855
Option (right to buy)	\$ 17.19	Â	Â	3	Â	Â	Â <u>(11)</u>	11/01/2009	Eaton Vance Corp. Common Stock (Voting)	6,000
Option (right to buy)	\$ 24.53	Â	Â	3	Â	Â	Â <u>(12)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	7,924
Option (right to buy)	\$ 29.1	Â	Â	3	Â	Â	Â <u>(13)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	35,764
Option (right to buy)	\$ 35.02	Â	Â	3	Â	Â	Â <u>(14)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	32,945

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

WHITAKER WHARTON P
THE EATON VANCE BUILDING
255 STATE STREET
BOSTON, MA 021092617

President, EV Distributors

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) Adjusted to include dividend reinvestment of 111 shares @\$45.78 on 11/8/2004
- (3) Shares credited under the company's Stock Option Income Deferral Plan.
- (4) A Voting Trust Receipt represents a share of Voting Common Stock.
- (5) Granted on 11/1/2001 these options vest 22% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2006 and 12% on 11/1/2005
- (6) Granted on 11/1/2000 these options vest 100% on 11/1/2004
- (7) Granted on 11/1/2001 these options vest 100% on 11/1/2005
- (8) Granted on 11/2/1998 these options vest 14% in 11/2/2001 and 43% on 11/2/2002 and 11/2/2003
- (9) Granted on 11/1/2002 these options vest 100% on 11/1/2006
- (10) Granted on 11/3/2003 these options vest 100% on 11/3/2007
- (11) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
- (12) Granted on 11/1/2000 these options vest 23% on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004
- (13) Granted on 11/1/2002 these options vest 22% on 11/1/2003, 11/2/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006
- (14) Granted on 11/3/2003 these options vest 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% 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.