

HAWKES JAMES B  
Form 4  
October 30, 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

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAWKES JAMES B

(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)  
10/26/2006

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)  
CEO

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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|---|---|--|--|---|
| Eaton Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 10/26/2006                              | 10/26/2006  | M                                       | 6,974 A   | \$<br>15.77 3,795,435  | D  |   |
| Eaton Vance<br>Corp.<br>Common<br>Stock<br>(Voting)   |   |   |   |   | 74,240   | I  | By Voting<br>Trust <sup>(1)</sup>                                 |
| Eaton Vance<br>Corp.                                  |   |   |   |   | 124,760  | I  | By<br>Daughter  |

Non-voting  
Common  
Stock

Eaton Vance  
Corp.

Non-voting  
Common  
Stock

195,440

I

By Spouse

Eaton Vance  
Corp.

Non-voting  
Common  
Stock

949,222

I

Stock  
Option  
Income  
Deferral  
(2)

Voting Trust  
Receipt (3)

74,240

D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Option<br>(right to<br>buy)                         | \$ 15.77   | 10/26/2006                              | 10/26/2006  | M                                    | 6,974   | <u>(4)</u>   | 11/01/2006         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock            | 6,974                            |
| Option<br>(right to<br>buy)                         | \$ 16.01   |   |   |                                      |   | <u>(5)</u>   | 11/01/2007         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock            | 6,872                            |

|                             |          |             |            |  |         |
|-----------------------------|----------|-------------|------------|--|---------|
| Option<br>(right to<br>buy) | \$ 19.26 | <u>(6)</u>  | 11/03/2008 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 5,710   |
| Option<br>(right to<br>buy) | \$ 8.6   | <u>(7)</u>  | 11/01/2009 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 188,400 |
| Option<br>(right to<br>buy) | \$ 12.27 | <u>(8)</u>  | 11/01/2010 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 311,848 |
| Option<br>(right to<br>buy) | \$ 14.34 | <u>(9)</u>  | 11/01/2011 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 340,226 |
| Option<br>(right to<br>buy) | \$ 14.55 | <u>(10)</u> | 11/01/2012 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 385,528 |
| Option<br>(right to<br>buy) | \$ 17.51 | <u>(11)</u> | 11/03/2013 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 397,490 |
| Option<br>(right to<br>buy) | \$ 21.96 | <u>(12)</u> | 11/01/2014 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 341,600 |
| Option<br>(right to<br>buy) | \$ 24.87 | <u>(13)</u> | 11/01/2015 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common          | 277,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HAWKES JAMES B<br>THE EATON VANCE BUILDING<br>255 STATE STREET<br>BOSTON, MA 021092617 | X             |           | CEO     |       |

## Signatures

By: Katie McManus, Attorney  
in Fact

10/26/2006

\_\_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).  
 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.
  - (1)
  - (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 11/1/2001 these options vest 100% on 11/1/2005
  - (5) Granted on 11/1/2002 these option vest 100% on 11/1/2006
  - (6) Granted on 11/1/2003 these options vest 100% on 11/3/2007
  - (7) Granted 11/1/1999 these options vest 20% per year beginning 11/1/2000.
  - (8) Granted on 11/1/2000 these options vest 21% on 11/2/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004
  - (9) Granted on 11/1/2001 these options vest 20.5% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2006 and 18% on 11/1/2005
  - (10) 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
  - (11) Granted on 11/1/2003 these options vest 20.5% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 18% on 11/3/2007
  - (12) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
  - (13) 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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