

EATON VANCE CORP  
Form 4/A  
January 18, 2007

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HIGDON LEO I 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. Date of Earliest Transaction  
(Month/Day/Year)  
**01/16/2007**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**01/18/2007**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Eaton Vance Corp. Non-voting Common Stock	01/16/2007	01/16/2007	P	7,000	A	\$ 34.85	11,032	D

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

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SEC 1474  
(9-02)

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**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)	\$ 10.58					<u>(1)</u>	02/01/2010	Eaton Vance Corp. Non-voting Common Stock	5,672
Option (right to buy)	\$ 13.56					<u>(1)</u>	12/15/2010	Eaton Vance Corp. Non-voting Common Stock	7,372
Option (right to buy)	\$ 17.83					<u>(1)</u>	12/21/2011	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 15.05					<u>(1)</u>	12/20/2012	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 18.14					<u>(1)</u>	12/19/2013	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to	\$ 25.39					<u>(1)</u>	12/17/2014	Eaton Vance	12,000

buy)

Option  
(right to buy) \$ 27.58

(1)

12/16/2015

Corp.  
Non-voting  
Common  
Stock

Eaton  
Vance  
Corp.  
Non-voting  
Common  
Stock

8,200

Option  
(right to buy) \$ 30.11

11/01/2006 11/01/2016

Eaton  
Vance  
Corp.  
Non-voting  
Common  
Stock

8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGDON LEO I JR THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617		X		

## Signatures

By: Katie McManus, Attorney  
in Fact

01/18/2007

\*\*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) These options vest over a 4 year period at 25% per year.

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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