

EATON VANCE CORP  
Form 4  
July 05, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DYNNER ALAN R

(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)  
06/30/2006

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)  
Voting Trustee

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Eaton Vance Corp. Non-voting Common Stock	05/03/2006		A <sup>(1)</sup>	V	558	A	\$ 22.38
Eaton Vance Corp. Non-voting Common Stock	06/30/2006		M		34,840	A	\$ 5.73
Eaton Vance Corp. Non-voting Common Stock	06/30/2006		M		6,974	A	\$ 15.77

Non-voting Common Stock			
Eaton Vance Corp. Common Stock (Voting)	37,116	I	By Voting Trust <sup>(2)</sup>
Voting Trust Receipt <sup>(3)</sup>	37,116	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.**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 15.77	06/30/2006		M	6,974	<sup>(4)</sup> 11/01/2006	Eaton Vance Corp. Non-voting Common Stock	6,974	
Option (right to buy) <sup>(5)</sup>	\$ 5.73	06/30/2006		M	34,840	<sup>(6)</sup> 11/02/2006	Eaton Vance Corp. Non-voting Common Stock	34,840	
Option (right to buy)	\$ 16.01					<sup>(7)</sup> 11/01/2007	Eaton Vance Corp. Non-voting Common	6,872	

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Option (right to buy)	\$ 8.59	<u>(8)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	60,000
Option (right to buy)	\$ 12.27	<u>(9)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	51,848
Option (right to buy)	\$ 14.34	<u>(10)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426
Option (right to buy)	\$ 14.55	<u>(11)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
Option (right to buy)	\$ 17.51	<u>(12)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	80,600
Option (right to buy)	\$ 21.96	<u>(13)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400
Option (right to buy)	\$ 24.87	<u>(14)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200

