

EATON VANCE CORP
 Form 4
 December 07, 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 *
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. Date of Earliest Transaction (Month/Day/Year)
12/06/2006
 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)
President, EV Distributors
 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	11/01/2006		A ⁽¹⁾	V 506 A \$ 24.65	1,338,342	D	
Eaton Vance Corp. Non-voting Common Stock	12/06/2006		M	6,872 A \$ 16.01	1,345,214 ⁽²⁾	D	
Eaton Vance Corp.					37,116	I	By Voting Trust ⁽³⁾

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Common Stock (Voting)				
Eaton Vance Corp. Non-voting Common Stock	64,789	I		Stock Option Income Deferral (4)
Voting Trust Receipt (5)	37,116	D		

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

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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)	\$ 16.01	12/06/2006		M	6,872	(6) 11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872	
Option (right ot buy)	\$ 14.34					(7) 11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426	
Option (right to buy)	\$ 19.26					(8) 11/03/2008	Eaton Vance Corp. Non-voting	5,710	

Option (right to buy)	\$ 8.6	<u>(9)</u>	11/01/2009	Common Stock Eaton Vance Corp. Common Stock (Voting)	12,000
Option (right to buy)	\$ 12.27	<u>(10)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	15,848
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	65,890
Option (right to buy)	\$ 21.96	<u>(13)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	64,800
Option (right to buy)	\$ 24.87	<u>(14)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200
Option (right to buy)	\$ 30.11	<u>(15)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	55,200

