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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 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)	\$ 30.11	11/01/2006		A		31,100		<u>(1)</u>	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	31,100
Option (right to buy)	\$ 8.59							<u>(2)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	40,000
Option (right to buy)	\$ 12.27							<u>(3)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 14.34							<u>(4)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	41,600
Option (right to buy)	\$ 14.55							<u>(5)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	44,800

Option (right to buy)	\$ 17.51	(6)	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	\$ 21.96	(7)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	39,800
Option (right to buy)	\$ 24.87	(8)	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	34,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYLTON LAURIE G THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617			VP & Chief Accounting Officer	

## Signatures

By: Katie McManus, Attorney  
in Fact

11/03/2006

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).
- (1) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (2) Granted on November 1, 1999, these options vest over 5 years starting in 2000 in increments of 13.33%, 13.33%, 13.33%, 30%, and 30% respectively.
- (3) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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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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