

EATON VANCE CORP

Form 3/A

November 29, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Whelan Robert J

(Last)

(First)

(Middle)

THE EATON VANCE
BUILDING,Â 255 STATE
STREET

(Street)

BOSTON,Â MAÂ 021092617

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/09/2007

3. Issuer Name **and** Ticker or Trading Symbol
EATON VANCE CORP [EV]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Financial Officer

5. If Amendment, Date Original
Filed(Month/Day/Year)

11/09/2007

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Eaton Vance Corp. Common Stock (Voting)

(1)

9,344

I

By Voting Trust (2)Eaton Vance Corp. Non-voting Common
Stock

9,626

D

Â

Voting Trust Receipt (3)

9,344

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option (right to buy)	Â <u>(4)</u>	07/11/2017	Eaton Vance Corp. Non-voting Common Stock	14,143	\$ 45.22	D	Â
Option (right to buy)	Â <u>(5)</u>	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	15,700	\$ 48.39	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whelan Robert J THE EATON VANCE BUILDING 255 STATE STREET BOSTON,Â MAÂ 021092617	Â	Â	Â Chief Financial Officer	Â

Signatures

By: Katie McManus, Attorney
in Fact

11/29/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Voting Trust shares issued by Eaton Vance.

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, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield, Jeffrey

(2) P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, G. West Saltonstall, Lisa Jones, Robert Whelan and Matthew Witkos are the Voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.

(3) A Voting Trust Receipt represents a share of Voting Common Stock.

(4) Granted on July 11, 2007 these options vest over a 5 year period starting in 2008 in increments of 10%, 15%, 20%, 25%, and 30%

(5) Granted on November 1, 2007 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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