

EATON VANCE CORP  
 Form 4/A  
 November 09, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEUL WILLIAM M**  
  
 (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)  
**11/01/2006**  
 4. If Amendment, Date Original Filed (Month/Day/Year)  
**11/03/2006**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Chief Financial Officer**  
 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 (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
Eaton Vance Corp. Common Stock (Voting)					37,116	I	By Voting Trust <sup>(1)</sup>
Eaton Vance Corp. Non-voting Common Stock					488,906 <sup>(2)</sup>	D	
Eaton Vance Corp.					85,796 <sup>(3)</sup>	I	Stock Option

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Non-voting Common Stock							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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(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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 30.11	11/01/2006		A		55,200		(6)	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	55,200
Option (right to buy)	\$ 16.01							(7)	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872
Option (right to buy)	\$ 19.26							(8)	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	5,710
Option (right to buy)	\$ 8.59							(9)	11/01/2009	Eaton Vance Corp. Non-voting	60,000

Option (right to buy)	\$ 12.27	<u>(10)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	51,848	Common Stock
Option (right to buy)	\$ 14.34	<u>(11)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426	Eaton Vance Corp. Non-voting Common Stock
Option (right to buy)	\$ 14.55	<u>(12)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528	Eaton Vance Corp. Non-voting Common Stock
Option (right to buy)	\$ 17.51	<u>(13)</u>	11/01/2013	Eaton Vance Corp. Non-voting Common Stock	74,890	Eaton Vance Corp. Non-voting Common Stock
Option (right to buy)	\$ 21.96	<u>(14)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400	Eaton Vance Corp. Non-voting Common Stock
Option (right to buy)	\$ 24.87	<u>(15)</u>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	58,200	Eaton Vance Corp. Non-voting Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEUL WILLIAM M THE EATON VANCE BUILDING 255 STATE STREET			Chief Financial Officer	

BOSTON, MA 021092617

## 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).  
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, Wharton P. Whitaker, William M. Steul, Alan R. Dynner, Duncan Richardson, Thomas Metzold, Robert MacIntosh, Payson Swaffield, Jeffrey P. Beale, Michael Mach, Judith Saryan, Scott Page, Cynthia Clemson, Michael Weilheimer, and G. West Saltonstall are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
- (1) Previous beneficial share total was overstated.
- (2) Adjusted to include dividend reinvestment as follows: 11/21/05 - 315 shares at \$26.8418; 2/14/06 - 293 shares at \$29.01; 5/9/06 - 309 shares at \$27.56.
- (3) Shares credited under the company's Stock Option Income Deferral Plan.
- (4) A Voting Trust Receipt represents a share of Voting Common Stock.
- (5) Granted on November 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (6) Granted on 11/1/2002 this option vests 100% on 11/1/2006.
- (7) Granted on 11/3/2003 this options vests 100% on 11/3/2007.
- (8) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (9) Granted on 11/1/2000 this options vests 23% per year on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004.
- (10) Granted on 11/1/2001 this option vests 22% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2005 and 12% on 11/1/2005
- (11) Granted on 11/1/2002 this option vests 22% on 11/1/2003, 11/1/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006.
- (12) Granted on 11/3/2003 this option vests 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% on 11/3/2007.
- (13) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (14) Granted on November 1, 2005 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.