

FAUST THOMAS E JR
Form 4
October 27, 2005

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 *
FAUST THOMAS E JR

(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)
10/26/2005

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)

Executive Vice President

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	11/18/2004		A	V	16,752 <u>A</u> (1) \$ 20.89	1,426,644	D
Eaton Vance Corp. Non-voting Common Stock	12/21/2004		G	V	4,800 D \$ 0	1,421,844	D
Eaton Vance Corp.	05/02/2005		A	V	631 <u>A</u> (2) \$ 19.76	1,422,475	D

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Non-voting Common Stock									
Eaton Vance Corp. Non-voting Common Stock	10/26/2005		M	8,152	A	\$ 13.49	1,430,627	D	
Eaton Vance Corp. Common Stock (Voting)							55,812	I	By Voting Trust ⁽³⁾
Eaton Vance Corp. Non-voting Common Stock							223,080	I	Stock Option Income Deferral ⁽⁴⁾
Voting Trust Receipt ⁽⁵⁾							55,812	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)	\$ 13.49	10/26/2005		M	8,152	⁽⁶⁾	11/01/2005	Eaton Vance Corp. Non-voting Common Stock	8,152
	\$ 15.77					⁽⁷⁾	11/01/2006		6,974

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Option (right to buy)				Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 5.74	<u>(8)</u>	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	142,580
Option (right to buy)	\$ 14.34	<u>(9)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	270,826
Option (right to buy)	\$ 16.01	<u>(10)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872
Option (right to buy)	\$ 19.26	<u>(11)</u>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	5,710
Option (right to buy)	\$ 8.6	<u>(12)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	108,400
Option (right to buy)	\$ 12.27	<u>(13)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	241,848
Option (right to buy)	\$ 14.55	<u>(14)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common	307,128

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- (11) Granted on 11/3/2003 these options vest 100% on 11/3/2007.
- (12) Granted on 11/1/1999 these options vest 20% per year beginning 11/1/2000
- (13) Granted on 11/1/2000 these options vest 21% on 11/1/2001, 11/2/2002, 11/1/2003, 11/1/2005 and 16% on 11/1/2004
- (14) Granted on 11/1/2002 these options vest 20.5% on 11/1/2003 , 11/1/2004, 11/1/2005 , 11/1/2007 and 18% on 11/1/2006
- (15) Granted on 11/3/2003 these options vest 20.3% on 11/3/2004 , 11/3/2005, 11/3/2006, 11/3/2008 and 19% on 11/3/2007.
- (16) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

Remarks:

**All shares and prices have been adjusted to reflect a 2-for-1 stock split on 1/14/2005.

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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