

RICHARDSON DUNCAN W
Form 4
June 15, 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 *
RICHARDSON DUNCAN W

(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)
06/14/2006

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)
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 | 05/01/2006 | | A ⁽¹⁾ | V 558 A \$ 22.38 | 364,668 | D | |
| Eaton Vance Corp. Non-voting Common Stock | 06/14/2006 | | M | 34,840 A \$ 5.73 | 399,508 | D | |

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

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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 of Number of Shares |
| Option (right to buy) ⁽²⁾ | \$ 5.73 | 06/14/2006 | | M | 34,840 | ⁽³⁾ 11/02/2006 | Eaton Vance Corp. Non-voting Common Stock 34,840 |
| Option (right to buy) ⁽²⁾ | \$ 8.59 | | | | | ⁽⁴⁾ 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock 72,000 |
| Option (right to buy) ⁽²⁾ | \$ 12.27 | | | | | ⁽⁵⁾ 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock 200,000 |
| Option (right to buy) ⁽²⁾ | \$ 14.34 | | | | | ⁽⁶⁾ 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock 250,000 |
| Option (right to buy) ⁽²⁾ | \$ 14.55 | | | | | ⁽⁷⁾ 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock 282,600 |

| | | | | | |
|--|----------|------|------------|--|---------|
| Option (right to buy) ⁽²⁾ | \$ 17.51 | (8) | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 273,000 |
| Option (right to buy) | \$ 21.96 | (9) | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 259,600 |
| Option (right to buy) | \$ 24.87 | (10) | 11/01/2015 | Eaton Vance Corp. Non-voting Common Stock | 210,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHARDSON DUNCAN W THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617 | | | Executive Vice President | |

Signatures

By: Katie McManus, Attorney
in Fact 06/15/2006

 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) These shares were acquired under the 1986 Employee Stock Purchase Plan, which is a 16b-3 plan.
- (2) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (3) Granted on November 2, 1998, these options vest over a 4 year period at 25% per year.
- (4) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.

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(9) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

(10) 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.

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