

RICHARDSON DUNCAN W  
Form 3/A  
June 15, 2006

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

OMB APPROVAL

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**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)

|   |   |   |  |   |   |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â RICHARDSON DUNCAN W</p> <p>(Last) (First) (Middle)</p> <p>THE EATON VANCE BUILDING,Â 255 STATE STREET</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 021092617</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/11/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EATON VANCE CORP [EV]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/26/2006</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)        | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Eaton Vance Corp. Non-voting Common Stock | 364,110  | D   | Â  |
| Eaton Vance Corp. Non-voting Common Stock | 15,492   | I   | By Voting Trust <u>(1)</u>                               |
| Voting Trust Receipt <u>(2)</u>           | 15,492   | D   | Â  |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |   |
|---|--|--------------------|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares                                   |  |  |   |
| Option (right to buy) <sup>(3)</sup>          | Â <sup>(4)</sup>   | 11/02/2006         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock                             | 100,000  | \$ 5.73  | D  | Â |
| Option (right to buy) <sup>(3)</sup>          | Â <sup>(5)</sup>   | 11/01/2009         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock                             | 72,000   | \$ 8.59  | D  | Â |
| Option (right to buy) <sup>(3)</sup>          | Â <sup>(6)</sup>   | 11/01/2010         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock                             | 200,000  | \$ 12.27   | D  | Â |
| Option (right to buy) <sup>(3)</sup>          | Â <sup>(7)</sup>   | 11/01/2011         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock                             | 250,000  | \$ 14.34   | D  | Â |
| Option (right to buy) <sup>(3)</sup>          | Â <sup>(8)</sup>   | 11/01/2012         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock                             | 282,600  | \$ 14.55   | D  | Â |
| Option (right to buy) <sup>(3)</sup>          | Â <sup>(9)</sup>   | 11/03/2013         | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock                             | 273,000  | \$ 17.51   | D  | Â |
| Option (right to buy) <sup>(3)</sup>          | Â <sup>(10)</sup>  | 11/01/2014         | Eaton<br>Vance<br>Corp.<br>Non-voting  | 259,600  | \$ 21.96   | D  | Â |

|                           |        |            |  |         |          |   |   |
|---------------------------|--------|------------|--|---------|----------|---|---|
|                           |        |            | Common<br>Stock  |         |          |   |   |
|                           |        |            | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 210,500 | \$ 24.87 | D | Â |
| Option (right to buy) (3) | Â (11) | 11/01/2015 |  |         |          |   |   |

## Reporting Owners

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

## Signatures

By: Katie McManus, Attorney  
in Fact

01/26/2006

\*\*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) All shares of the Voting Stock of Eaton Vance Corp. are deposited and held of record in a Voting Trust of which Mssrs. James B. Hawkes, Thomas E. Faust, Jr., Alan R. Dynner, William M. Steul, Wharton P. Whitaker, Thomas J. Fetter, Duncan W. Richardson, Jeffrey P. Beale, Scott H. Page, Payson F. Swaffield and Michael W. Weilheimer are the voting Trustees. The Voting Common Stock is not registered under Section 12 of the Securities Exchange Act.
  - (2) A Voting Trust Receipt represents a share of Voting Common Stock.
  - (3) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
  - (4) Granted on November 2, 1998, these options vest over a 4 year period at 25% per year.
  - (5) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
  - (6) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
  - (7) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
  - (8) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
  - (9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
  - (10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
  - (11) 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.