EATON VANCE CORP

Form 5

December 14, 2005

FORM	5							OMB AF	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB Number:		
Check this box if no longer subject			mington, D.C	20549				Expires:	January 31 2005	
to Section 16 Form 4 or Fo 5 obligations may continue	ENT OF CHANGES IN BENEFICIAL RSHIP OF SECURITIES				TCIAL	Estimated average burden hours per response 1				
See Instruction 1(b). Form 3 Hold Reported Form 4 Transactions Reported		ant to Section 16 of the Public Ut 30(h) of the Inv	ility Holding	Compan	y Act	t of 19		1		
SORENSON RALPH Z Symbol							5. Relationship of Reporting Person(s) to ssuer			
(Last)	(First) (Mid	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 10/31/2005 (Che X_ Director Officer (giv					ck all applicable) 10% Owner title Other (specify		
THE EATON BUILDING,Â	VANCE A 255 STATE STI					be	low)	below)		
(Street) 4. If Amendment, Date Original 6. Individual Filed(Month/Day/Year)					Individual or Jo	Joint/Group Reporting				
							(check	(applicable line)		
BOSTON, M	MAÂ 021092617						C_Form Filed by C _Form Filed by M rson			
(City)	(State) (Zi	p) Table	e I - Non-Deriva	ative Secu	rities A	Acquir	ed, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	Disposed of (D) (Instr. 3, 4 and 5) (A) or)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Eaton Vance Corp. Non-voting	Â	Â	Â	Â	, ,	Â	144,784	D	Â	
Common Stock			71	71			111,701	٥	. 1	
	t on a separate line fo ially owned directly o		contained in	this form	are n	ot rec	ection of informulation of informulation of information of informa	ond unless	SEC 2270 (9-02	

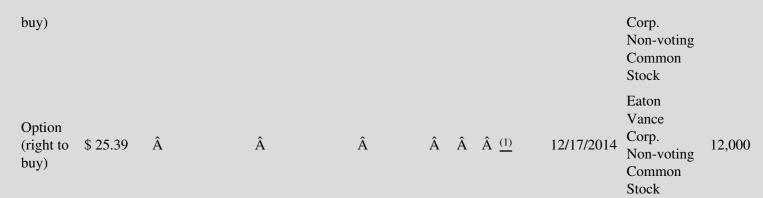
OMB APPROVAL

Edgar Filing: EATON VANCE CORP - Form 5

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 5.03	Â	Â	Â	Â	Â	(1)	12/18/2006	Eaton Vance Corp. Non-voting Common Stock	11,924
Option (right to buy)	\$ 8.89	Â	Â	Â	Â	Â	(1)	12/17/2009	Eaton Vance Corp. Non-voting Common Stock	6,748
Option (right to buy)	\$ 13.56	Â	Â	Â	Â	Â	(1)	12/15/2010	Eaton Vance Corp. Non-voting Common Stock	7,372
Option (right to buy)	\$ 17.83	Â	Â	Â	Â	Â	(1)	12/21/2011	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to buy)	\$ 15.05	Â	Â	Â	Â	Â	(1)	12/20/2012	Eaton Vance Corp. Non-voting Common Stock	12,000
Option (right to	\$ 18.14	Â	Â	Â	Â	Â	(1)	12/19/2013	Eaton Vance	12,000

Edgar Filing: EATON VANCE CORP - Form 5



Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
SORENSON RALPH Z THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	ÂX	Â	Â	Â			

Signatures

By: Katie McManus, Attorney in Fact

**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 options vest over a 4 year period at 25% per year.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 3