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2005										
5								PPROVAL		
UNIT	ED STATES				E CO	MMISSION	OMB Number:	3235-0362		
		Wash	ington, D.C	C. 20549			Expires:	January 31, 2005		
5 obligations may continue. OWNERSHIP OF SECURITIES					ENEF	ICIAL	burden hou	average rs per		
See InstructionFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or SectionReported30(h) of the Investment Company Act of 1940TransactionsReported										
1. Name and Address of Reporting Person <u>*</u> STEUL WILLIAM M			2. Issuer Name and Ticker or Trading Symbol EATON VANCE CORP [EV]				5. Relationship of Reporting Person(s) to Issuer			
Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)					Director 10% Owner					
THE EATON VANCE BUILDING, 255 STATE STREET			10/31/2005				XOfficer (give titleOther (specify below) below) Chief Financial Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting			
						(check	ck applicable line)			
MAÂ 02109	92617					_ Form Filed by M				
(State)	(Zip)	Table	I - Non-Deriva	ative Securities	Acquir	ed, Disposed of,	or Beneficial	ly Owned		
	/Year) Execu any	tion Date, if	3. Transaction Code (Instr. 8)	Disposed of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	ox if biject form A se. on Filed lings Section dress of Repor LIAM M (First) VANCE À 255 STAT (Street) MAÂ 02109 (State) 2. Transactio	5 UNITED STATES ovi if bject 5. ANNUAL ST 8. e. on Filed pursuant to lings Section 17(a) of the 30(h) 3 dress of Reporting Person * LIAM M (First) (Middle) I VANCE A 255 STATE STREET (Street) MAÂ 021092617 (State) (Zip) 2. Transaction Date 2A. D (Month/Day/Year) Execut any	5 UNITED STATES SECURI ox if bject ANNUAL STATEMEN SOWNERS form a construction of the pursuant to Section 160 OWNERS on a construction of the pursuant to Section 160 Section 17(a) of the Public Util 30(h) of the Involution 30(h) of the Involut	5 UNITED STATES SECURITIES AND Washington, D.C. orm ANNUAL STATEMENT OF CHAROWNERSHIP OF SI orm Filed pursuant to Section 16(a) of the Section 16(a) of the Section 17(a) of the Public Utility Holding 30(h) of the Investment Correst 30(h) of the Investment 20(h)	5 UNITED STATES SECURITIES AND EXCHANGE Washington, D.C. 20549 5 ANNUAL STATEMENT OF CHANGES IN BI OWNERSHIP OF SECURITIES 5 Section 17(a) of the Public Utility Holding Company Act 30(h) of the Investment Company Act of 30(h) of the Investment Company Act of 4000000000000000000000000000000000000	5 UNITED STATES SECURITIES AND EXCHANGE COLVashington, D.C. 20549 5 ANNUAL STATEMENT OF CHANGES IN BENERFORM 6 OWNERSHIP OF SECURITIES 6 OWNERSHIP OF SECURITIES 6 Section 17(a) of the Public Utility Holding Company Act of 1940 5 Section 17(a) of the Public Utility Holding Company Act of 1940 6 Symbol 6 Symbol 6 Symbol 6 Symbol 10/31/2005 Issuer Securities Fiscal Year Ended (Month/Day/Year) (First) Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) (VANCE ALIA 021092617 (Street) 4. If Amendment, Date Original filed(Month/Day/Year) MAÂ 021092617 (Street) 2.A Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if Transaction Acquired (A) or any (Month/Day/Year) Code (Month/Day/Year) (Instr. 3, 4 and 5)	5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 5 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITES 6 Biled pursuant to Section 16(a) of the Securities Exchange Act of 1934, finges Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 atress of Reporting Person ⁺ 2. Issuer Name and Ticker or Trading S. Relationship of Issuer LIAM M Symbol LIAM M Symbol EATON VANCE CORP [EV] (Check (Month/Day/Year) 10/31/2005 (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 10/31/2005 Director X	5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION ox if bject b, an ANNUAL STATEMENT OF CHANGES IN BENEFICIAL ownership OF SECURITIES an Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, lings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 transition of the Symbol EATON VANCE CORP [EV] (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 10/31/2005 VANCE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Maĥ 021092617 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of (D) and person (State) (Zip) Table 1 - Non-Derivative Securities S. Amount of 6. (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) (Instr. 3) and (A) (Instr. 4) (Instr. 4) and or (Instr. 4) (Instr. 4) and or (Instr. 4) (Instr.		

Corp. Common Stock	Â	Â	Â	Â	Â	Â	37,116	I	By Voting Trust (1)
(Voting) Eaton Vance Corp. Non-voting	Â	Â	Â	Â	Â	Â	462,680	D	Â

Common

STEUL WILLIAM M

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Stock									
Eaton Vance Corp. Non-voting Common Stock	Â	Â	Â	Â	Â	Â	84,568	I	Stock Option Income Deferral
Voting Trust Receipt (3)	Â	Â	Â	Â	Â	Â	37,116	D	Â

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 2270 (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)	Number			ate	7. Title and Am Underlying Sec (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 15.77	Â	Â	Â	Â	Â	(4)	11/01/2006	Eaton Vance Corp. Non-voting Common Stock	6,974
Option (right to buy)	\$ 5.73	Â	Â	Â	Â	Â	(5)	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	39,560
Option (right to buy)	\$ 16.01	Â	Â	Â	Â	Â	(<u>6)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	6,872
	\$ 19.26	Â	Â	Â	Â	Â	(7)	11/03/2008		5,710

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Option (right to buy)								Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	\$ 8.59	Â	Â	Â	ÂÂ	(<u>8)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	60,000
Option (right to buy)	\$ 12.27	Â	Â	Â	ÂÂ	(<u>9)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	51,848
Option (right to buy)	\$ 14.34	Â	Â	Â	ÂÂ	(10)	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	62,426
Option (right to buy)	\$ 14.55	Â	Â	Â	ÂÂ	(11)	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	71,528
Option (right to buy)	\$ 17.51	Â	Â	Â	ÂÂ	(12)	11/01/2013	Eaton Vance Corp. Non-voting Common Stock	74,890
Option (right to buy)	\$ 21.96	Â	Â	Â	ÂÂ	(13)	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	68,400

Reporting Owners

Reporting Owner Name / Address

Relationships

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	Director	10% Owner	Officer	Other
STEUL WILLIAM M THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	Â	Â	Chief Financial Officer	Â
Signatures				
By: Katie McManus, Attorney in Fact	12/	14/2005		
<pre>**Signature of Reporting Person</pre>		Date		
Fundamentian of Deam				

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Explanation of Responses:

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> * 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 Mssrs. James B.

- Hawkes, Thomas E. Faust, Jr., Alan R. Dynner, William M. Steul, Wharton P. Whitaker, Thomas J. Fetter, Duncan W. Richardson, (1) 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.
- Shares credited under the company's Stock Option Income Deferral Plan. (2)
- (3) A Voting Trust Receipt represents a share of Voting Common Stock.
- (4) Granted on 11/1/2001 this option vests 100% on 11/1/2005.
- Granted on November 2, 1998, these options vest over 5 years starting in 1999 in increments of 12.33%, 12.33%, 19.33%, 34% and 22% (5) respectively.
- Granted on 11/1/2002 this option vests 100% on 11/1/2006. (6)
- Granted on 11/3/2003 this options vests 100% on 11/3/2007. (7)
- Granted on November 1, 1999, these options vest over a 5 year period at 20% per year. (8)
- 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. (9)
- (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.

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.