

EATON VANCE CORP
 Form 5
 December 06, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RICHARDSON DUNCAN W
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
EATON VANCE CORP [EV]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

THE EATON VANCE BUILDING, 255 STATE STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

BOSTON, MA 021092617
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (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)	(A) or (D)	Price	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 Common Stock	Â	Â	Â	Â	Â	Â	464,668	D	Â
Eaton Vance Corp. Non-voting Common	Â	Â	Â	Â	Â	Â	15,492	I	By Voting Trust ⁽¹⁾

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- (8) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (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 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.