

EATON VANCE CORP  
 Form 4  
 February 10, 2009

**FORM 4**

**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).

**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 \*  
**HIGDON LEO I JR**

(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)  
**02/09/2009**

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)

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 Ownership (Instr. 4) |
|----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                              |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                                       |                                                          |                                   |
| Eaton Vance Corp.<br>Non-voting Common Stock | 11/06/2008                           |                                                    | G                              | V 800 D \$ 0                                                      | 10,232                                                                                        | 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)

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**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Phantom Stock                              | (1)                                                    |                                      |                                                    |                                |                                                                                         | 11/03/2010 <sup>(1)</sup> 11/03/2010 <sup>(1)</sup>      | Eaton Vance Corp. Non-voting Common Stock                     | 18 <sup>(2)</sup>          |
| Option (right to buy)                      | \$ 10.58                                               |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 02/01/2010                                | Eaton Vance Corp. Non-voting Common Stock                     | 5,672                      |
| Option (right to buy)                      | \$ 13.56                                               |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 12/15/2010                                | Eaton Vance Corp. Non-voting Common Stock                     | 7,372                      |
| Option (right to buy)                      | \$ 17.83                                               |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 12/21/2011                                | Eaton Vance Corp. Non-voting Common Stock                     | 12,000                     |
| Option (right to buy)                      | \$ 15.05                                               |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 12/20/2012                                | Eaton Vance Corp. Non-voting Common Stock                     | 12,000                     |
| Option (right to buy)                      | \$ 18.14                                               |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 12/19/2013                                | Eaton Vance                                                   | 12,000                     |

buy)

|                             |          |     |            |                                                                        | Corp.<br>Non-voting<br>Common<br>Stock |  |
|-----------------------------|----------|-----|------------|------------------------------------------------------------------------|----------------------------------------|--|
| Option<br>(right to<br>buy) | \$ 25.39 | (3) | 12/17/2014 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock               | 12,000                                 |  |
| Option<br>(right to<br>buy) | \$ 27.58 | (3) | 12/16/2015 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock               | 8,200                                  |  |
| Option<br>(right to<br>buy) | \$ 30.11 |     | 11/01/2006 | 11/01/2016<br>Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 8,000                                  |  |
| Option<br>(right to<br>buy) | \$ 48.39 |     | 11/01/2007 | 11/01/2017<br>Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 6,700                                  |  |
| Option<br>(right to<br>buy) | \$ 21.99 |     | 11/03/2008 | 11/03/2018<br>Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 5,800                                  |  |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                         | Director      | 10% Owner | Officer | Other |
| HIGDON LEO I JR<br>THE EATON VANCE BUILDING<br>255 STATE STREET<br>BOSTON, MA 021092617 | X             |           |         |       |

## Signatures

By: Katie McManus, Attorney  
in Fact

02/09/2009

\_\_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) Each share of Phantom Stock is the economic equivalent of one share of non-voting common stock. The shares of Phantom Stock become payable in cash at the earlier of the second anniversary of the grant date or the date of the non-employee director's termination.  
As dividends are paid with respect to Company Non-Voting Common Stock, a number of units of Phantom Stock with a current value
- (2) equal to the amount of the dividend will be allocated to the account of each non-employee Director with respect to each unit of Phantom Stock Awarded at the time such dividends are paid to the stock holders of the Company.
- (3) 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 is insufficient, *see* Instruction 6 for procedure.  
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