SMITH WINTHROP H JR

Form 4

February 10, 2009

FORM 4

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

OMB

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

0.5

2005

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH WINTHROP H JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EATON VANCE CORP [EV]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

10% Owner Other (specify Officer (give title

THE EATON VANCE **BUILDING. 255 STATE STREET**

(Street)

4. If Amendment, Date Original

Applicable Line)

X_ Director

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

02/09/2009

Form filed by More than One Reporting

below)

BOSTON, MA 021092617

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if any

5. TransactionNumber Code

6. Date Exercisable and Expiration

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Security or Exercise

of (Month/Day/Year)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Phantom Stock	<u>(1)</u>				11/03/2010(1)	11/03/2010(1)	Eaton Vance Corp. Non-voting Common Stock	18 (2)
Option (right to buy)	\$ 18.99				(3)	04/14/2014	Eaton Vance Corp. Non-voting Common Stock	12,00
Option (right to buy)	\$ 25.39				(3)	12/17/2014	Eaton Vance Corp. Non-voting Common Stock	12,00
Option (right to buy)	\$ 27.58				(3)	12/16/2015	Eaton Vance Corp. Non-voting Common Stock	8,200
Option (right to buy)	\$ 30.11				11/01/2006	11/01/2016	Eaton Vance Corp. Non-voting Common Stock	8,000
Option (right to buy)	\$ 48.39				11/01/2007	11/01/2017	Eaton Vance Corp. Non-voting Common Stock	6,700
	\$ 21.99				11/03/2008	11/03/2018		5,800

Option (right to buy)

Eaton
Vance
Corp.
Non-voting
Common
Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH WINTHROP H JR THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617



Signatures

By: Katie McManus, Attorneyin-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 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. 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.

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