

DYNNER ALAN R
Form 5
December 14, 2005

FORM 5

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

OMB APPROVAL

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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 *
DYNNER ALAN R

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/31/2005

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)
Voting Trustee

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) | 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. Common Stock (Voting) | ^ | ^ | ^ | ^ ^ ^ ^ | 37,116 | I | By Voting Trust ⁽¹⁾ |
| Eaton Vance Corp. Non-voting Common | ^ | ^ | ^ | ^ ^ ^ ^ | 375,422 | D | ^ |

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Stock

| | | | | | | | | | |
|--|---|---|---|---|---|---|--------|---|---|
| Voting Trust Receipt ⁽²⁾ | 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.

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(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) | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Option (right to buy) | \$ 15.77 | Â | Â | Â | Â | Â | Â ⁽³⁾ | 11/01/2006 | Eaton Vance Corp. Non-voting Common Stock | 6,974 |
| Option (right to buy) | \$ 5.73 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 11/02/2006 | Eaton Vance Corp. Non-voting Common Stock | 80,000 |
| Option (right to buy) | \$ 16.01 | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | 11/01/2007 | Eaton Vance Corp. Non-voting Common Stock | 6,872 |
| Option (right to buy) | \$ 8.59 | Â | Â | Â | Â | Â | Â ⁽⁶⁾ | 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock | 60,000 |

| | | | | | | | | | | | |
|-----------------------------|----------|---|---|---|---|---|---|--------|------------|--|--------|
| Option (right to buy) | \$ 12.27 | Â | Â | Â | Â | Â | Â | Â (7) | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 51,848 |
| Option (right to buy) | \$ 14.34 | Â | Â | Â | Â | Â | Â | Â (8) | 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock | 62,426 |
| Option (right to buy) | \$ 14.55 | Â | Â | Â | Â | Â | Â | Â (9) | 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock | 71,528 |
| Option (right to buy) | \$ 17.51 | Â | Â | Â | Â | Â | Â | Â (10) | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 80,600 |
| Option (right to buy) | \$ 21.96 | Â | Â | Â | Â | Â | Â | Â (11) | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 68,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DYNNER ALAN R THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617 | Â | Â | Â Voting Trustee | Â |

Signatures

By: Katie McManus, Attorney
in Fact

12/14/2005

**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).

- 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, 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.
- (1) A Voting Trust Receipt represents a share of Voting Common Stock.
 - (2) Granted on 11/1/2001 these options vest 100% on 11/1/2006
 - (3) Granted on November 2, 1998, these options vest over 5 years starting in 1999 in increments of 14%, 14%, 14%, 36%, and 22% respectively.
 - (4) Granted on 11/1/2002 these option vest 100% on 11/1/2006
 - (5) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
 - (6) Granted on 11/1/2000 these option vest 23% on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004
 - (7) Granted on 11/1/2001 these options vest 22% 11/1/2002, 11/1/2003, 11/1/2004 11/1/2006 and 12% on 11/1/2005
 - (8) Granted on 11/1/2002 these options vest 22% on 11/1/2003, 11/1/2004, 11/2/2005, 11/1/2007 and 12% on 11/1/2006
 - (9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
 - (10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.

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