

EATON VANCE CORP  
Form 4/A  
November 04, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BEALE JEFFREY P**

(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)  
**11/01/2004**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/03/2004**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Administrative Officer**

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Eaton Vance Corp. Common Stock (Voting)   |                                      |  |                                |   | 4,672   | I  | By Voting Trust <sup>(1)</sup>    |
| Eaton Vance Corp. Non-voting Common Stock |                                      |  |                                |   | 52,882.32   | D  |                                   |
| Voting Trust Receipt <sup>(2)</sup>       |                                      |  |                                |   | 4,672   | D  |                                   |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option (right to buy)                      | \$ 21.96   | 11/01/2004                           |  | A                              | 34,200  | (3) 11/01/2014   | Eaton Vance Corp. Non-voting Common Stock 34,200              |
| Option (right to buy)                      | \$ 5.73  |                                      |  |                                |   | (4) 11/02/2006   | Eaton Vance Corp. Non-voting Common Stock 12,800              |
| Option (right to buy)                      | \$ 8.59  |                                      |  |                                |   | (5) 11/01/2009   | Eaton Vance Corp. Non-voting Common Stock 30,000              |
| Option (right to buy)                      | \$ 12.27   |                                      |  |                                |   | (6) 11/01/2010   | Eaton Vance Corp. Non-voting Common Stock 40,000              |
| Option (right to buy)                      | \$ 14.34   |                                      |  |                                |   | (7) 11/01/2011   | Eaton Vance Corp. Non-voting Common Stock 38,200              |



**Remarks:**

This is a pre-stock split adjustment. Amended to correct number of derivative securities on Mr. Beale's November 1, 2004 option.

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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