

DYNNER ALAN R  
Form 5  
December 14, 2004

**FORM 5**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
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1. Name and Address of Reporting Person \*  
DYNNER ALAN R

(Last) (First) (Middle)

THE EATON VANCE  
BUILDING, 255 STATE STREET

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
10/31/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Voting Trustee

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON, MA 021092617

(City) (State) (Zip)

\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|--|---|--|---|
| Eaton Vance<br>Corp.<br>Common<br>Stock<br>(Voting) | Â                                       | Â   | Â                                    | Â Â Â Â<br>Amount (D) Price  | 18,558  | I  | By Voting<br>Trust <sup>(1)</sup>                                 |
| Eaton Vance<br>Corp.<br>Non-voting<br>Common        | Â                                       | Â   | Â                                    | Â Â Â Â  | 182,938   | D  | Â   |



|                             |          |   |   |   |   |   |               |            |  |        |
|-----------------------------|----------|---|---|---|---|---|---------------|------------|--|--------|
| Option<br>(right to<br>buy) | \$ 17.19 | Â | Â | 3 | Â | Â | Â <u>(7)</u>  | 11/01/2009 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 30,000 |
| Option<br>(right to<br>buy) | \$ 24.53 | Â | Â | 3 | Â | Â | Â <u>(8)</u>  | 11/01/2010 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 25,924 |
| Option<br>(right to<br>buy) | \$ 28.67 | Â | Â | 3 | Â | Â | Â <u>(9)</u>  | 11/01/2011 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 31,213 |
| Option<br>(right to<br>buy) | \$ 29.1  | Â | Â | 3 | Â | Â | Â <u>(10)</u> | 11/01/2012 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 35,764 |
| Option<br>(right to<br>buy) | \$ 35.02 | Â | Â | 3 | Â | Â | Â <u>(11)</u> | 11/03/2013 | Eaton<br>Vance<br>Corp.<br>Non-voting<br>Common<br>Stock | 40,300 |

## Reporting Owners

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

## Signatures

By: Katie McManus, Attorney  
in Fact

12/14/2004

\_\_\_\_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.
  - (3) Granted 11/1/2000 these options vest 100% on 11/1/2004
  - (4) Granted on 11/1/2001 these options vest 100% on 11/1/2006
  - (5) Granted on November 2, 1998, these options vest over 5 years starting in 1999 in increments of 14%, 14%, 14%, 36%, and 22% respectively.
  - (6) Granted on 11/1/2002 these option vest 100% on 11/1/2006
  - (7) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
  - (8) 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
  - (9) 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
  - (10) 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
  - (11) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.

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.