

HYLTON LAURIE G

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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HYLTON LAURIE G

(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)
10/31/20044. 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 below) ____ Other (specify below)
VP & Chief Accounting Officer

6. Individual or Joint/Group Reporting

(check applicable line)

____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 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. Non-voting Common Stock	Â	Â	Â	Â Â Â Â Amount (D) Price	22,650	D	Â

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

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SEC 2270
(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)	8.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 28.67	Â	Â	3	Â Â Â <u>(4)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	20,800
Option (right to buy)	\$ 29.1	Â	Â	3	Â Â Â <u>(5)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	22,400
Option (right to buy)	\$ 35.02	Â	Â	3	Â Â Â <u>(6)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	19,900
Option (right to buy)	\$ 11.47	Â	Â	3	Â Â Â <u>(1)</u>	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	20,000
Option (right to buy)	\$ 17.19	Â	Â	3	Â Â Â <u>(2)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	20,000
Option (right to	\$ 24.53	Â	Â	3	Â Â Â <u>(3)</u>	11/01/2010	Eaton Vance	20,000

buy)

Corp.
Non-voting
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYLTON LAURIE G THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	Â	Â	Â VP & Chief Accounting Officer	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).

- (1) Granted on November 2, 1998, these options vest over a 4 year period at 25% per year.
- (2) Granted on November 1, 1999, these options vest over 5 years starting in 2000 in increments of 13.33%, 13.33%, 13.33%, 30%, and 30% respectively.
- (3) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (6) 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.