

RICHARDSON DUNCAN W  
Form 3  
January 26, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â RICHARDSON DUNCAN W		(Month/Day/Year)	EATON VANCE CORP [EV]	
(Last)	(First)	(Middle)	01/11/2006	
THE EATON VANCE BUILDING,Â 255 STATE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				(Check all applicable)
BOSTON,Â MAÂ 021092617			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Executive Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Eaton Vance Corp. Non-voting Common Stock	364,110	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	100,000	\$ 5.73	D	Â
Option (right to buy) <u>(1)</u>	Â <u>(3)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	72,000	\$ 8.59	D	Â
Option (right to buy) <u>(1)</u>	Â <u>(4)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	200,000	\$ 12.27	D	Â
Option (right to buy) <u>(1)</u>	Â <u>(5)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	250,000	\$ 14.34	D	Â
Option (right to buy) <u>(1)</u>	Â <u>(6)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	282,600	\$ 14.55	D	Â
Option (right to buy) <u>(1)</u>	Â <u>(7)</u>	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	273,000	\$ 17.51	D	Â
Option (right to buy) <u>(1)</u>	Â <u>(8)</u>	11/01/2014	Eaton Vance Corp. Non-voting Common Stock	259,600	\$ 21.96	D	Â

Option (right to buy) <sup>(1)</sup> <sup>(9)</sup>	11/01/2015	Eaton Vance Corp. Non-voting Common Stock	210,500	\$ 24.87	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDSON DUNCAN W THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617	Â	Â	Â Executive Vice President	Â

## Signatures

By: Katie McManus, Attorney  
in Fact

01/26/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (2) Granted on November 2, 1998, these options vest over a 4 year period at 25% per year.
- (3) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (4) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (5) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (9) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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.