

HAWKES JAMES B  
Form 5  
December 14, 2004

# 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 \*  
HAWKES JAMES B

(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)  
10/31/2004

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)  
President & CEO

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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	8. Nature of Indirect Ownership (Instr. 4)
Eaton Vance Corp. Non-voting Common Stock	10/12/2004		W	3,645	A	\$ 0	96,805	I	By Spouse
Eaton Vance Corp. Common Stock							37,120	I	By Voting Trust <sup>(1)</sup>

(Voting)

Eaton Vance Corp. Non-voting Common Stock

^ ^ ^ ^ ^ ^ 1,860,566 D ^

Eaton Vance Corp. Non-voting Common Stock

^ ^ ^ ^ ^ ^ 61,952 I By Daughter

Eaton Vance Corp. Non-voting Common Stock

^ ^ ^ ^ ^ ^ 474,611 I Stock Option Income Deferral <sup>(2)</sup>

Voting Trust Receipt <sup>(3)</sup>

^ ^ ^ ^ ^ ^ 37,120 D ^

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

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Option (right to buy)	\$ 26.98	^	^	3	^ ^ ^ <sup>(4)</sup>	11/01/2005	Eaton Vance Corp. Non-voting Common Stock	4,076
Option (right to buy)	\$ 31.54	^	^	3	^ ^ ^ <sup>(5)</sup>	11/01/2006	Eaton Vance Corp. Non-voting	3,487

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Option (right to buy)	\$ 11.47	Â	Â	3	Â	Â	Â <u>(6)</u>	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	131,290
Option (right to buy)	\$ 32.01	Â	Â	3	Â	Â	Â <u>(7)</u>	11/01/2007	Eaton Vance Corp. Non-voting Common Stock	3,436
Option (right to buy)	\$ 38.52	Â	Â	3	Â	Â	Â <u>(8)</u>	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	2,855
Option (right to buy)	\$ 17.19	Â	Â	3	Â	Â	Â <u>(9)</u>	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	94,200
Option (right to buy)	\$ 24.53	Â	Â	3	Â	Â	Â <u>(10)</u>	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	155,924
Option (right to buy)	\$ 28.67	Â	Â	3	Â	Â	Â <u>(11)</u>	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	170,113
Option (right to buy)	\$ 29.1	Â	Â	3	Â	Â	Â <u>(12)</u>	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	192,764
Option (right to buy)	\$ 35.02	Â	Â	3	Â	Â	Â <u>(13)</u>	11/03/2013	Eaton Vance Corp.	198,745

