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SEC 1474
(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) | \$ 30.11 | 11/01/2006 | | A | | 31,100 | | <u>(1)</u> | 11/01/2016 | Eaton Vance Corp. Non-voting Common Stock | 31,100 |
| Option (right to buy) | \$ 8.59 | | | | | | | <u>(2)</u> | 11/01/2009 | Eaton Vance Corp. Non-voting Common Stock | 40,000 |
| Option (right to buy) | \$ 12.27 | | | | | | | <u>(3)</u> | 11/01/2010 | Eaton Vance Corp. Non-voting Common Stock | 8,000 |
| Option (right to buy) | \$ 14.34 | | | | | | | <u>(4)</u> | 11/01/2011 | Eaton Vance Corp. Non-voting Common Stock | 41,600 |
| Option (right to buy) | \$ 14.55 | | | | | | | <u>(5)</u> | 11/01/2012 | Eaton Vance Corp. Non-voting Common Stock | 44,800 |

| | | | | | |
|-----------------------------|----------|-----|------------|--|--------|
| Option (right to buy) | \$ 17.51 | (6) | 11/03/2013 | Eaton Vance Corp. Non-voting Common Stock | 39,800 |
| Option (right to buy) | \$ 21.96 | (7) | 11/01/2014 | Eaton Vance Corp. Non-voting Common Stock | 39,800 |
| Option (right to buy) | \$ 24.87 | (8) | 11/01/2015 | Eaton Vance Corp. Non-voting Common Stock | 34,300 |

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 | | | VP & Chief Accounting Officer | |

Signatures

By: Katie McManus, Attorney
in Fact

11/03/2006

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 1, 2006 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.
- (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.
- (7) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2005 these options vest over a 5 year period in increments of 10%, 15%, 20%, 25%, and 30%.

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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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