

RICHARDSON DUNCAN W
Form 3/A
June 15, 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 and Ticker or Trading Symbol	
RICHARDSON DUNCAN W		(Month/Day/Year)	EATON VANCE CORP [EV]	
(Last)	(First)	(Middle)	01/11/2006	
THE EATON VANCE BUILDING, 255 STATE STREET		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		01/26/2006
BOSTON, MA 021092617		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

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
Eaton Vance Corp. Non-voting Common Stock	15,492	I	By Voting Trust ⁽¹⁾
Voting Trust Receipt ⁽²⁾	15,492	D	Â

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

SEC 1473 (7-02)

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

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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option (right to buy) ⁽³⁾	Â ⁽⁴⁾	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	100,000	\$ 5.73	D	Â
Option (right to buy) ⁽³⁾	Â ⁽⁵⁾	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	72,000	\$ 8.59	D	Â
Option (right to buy) ⁽³⁾	Â ⁽⁶⁾	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	200,000	\$ 12.27	D	Â
Option (right to buy) ⁽³⁾	Â ⁽⁷⁾	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	250,000	\$ 14.34	D	Â
Option (right to buy) ⁽³⁾	Â ⁽⁸⁾	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	282,600	\$ 14.55	D	Â
Option (right to buy) ⁽³⁾	Â ⁽⁹⁾	11/03/2013	Eaton Vance Corp. Non-voting Common Stock	273,000	\$ 17.51	D	Â
Option (right to buy) ⁽³⁾	Â ⁽¹⁰⁾	11/01/2014	Eaton Vance Corp. Non-voting	259,600	\$ 21.96	D	Â

Option (right to buy) ⁽³⁾ \hat{A} ⁽¹¹⁾	11/01/2015	Common Stock	210,500	\$ 24.87	D	\hat{A}
		Eaton Vance Corp. Non-voting Common Stock				

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	\hat{A}	\hat{A}	\hat{A} Executive Vice President	\hat{A}

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) 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.
- (2) A Voting Trust Receipt represents a share of Voting Common Stock.
- (3) Granted under the 1998 Stock Option Plan, which is a 16b-3 plan.
- (4) Granted on November 2, 1998, these options vest over a 4 year period at 25% per year.
- (5) Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
- (6) Granted on November 1, 2000, these options vest over a 5 year period at 20% per year.
- (7) Granted on November 1, 2001, these options vest over a 5 year period at 20% per year.
- (8) Granted on November 1, 2002, these options vest over a 5 year period at 20% per year.
- (9) Granted on November 3, 2003, these options vest over a 5 year period at 20% per year.
- (10) Granted on November 1, 2004 these options vest over a 5 year period at 20% per year.
- (11) 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.

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