STEUL WILLIAM M
Form 5
December 14, 2004

FORM 5

OMB APPROVAL

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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

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

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 *
STEUL WILLIAM M

(Last) (First) (Middle)

THE EATON VANCE BUILDING,Â 255 STATE STREET

(Street)

BOSTON,Â MAÂ 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
__X__ Officer (give title below) _____ Other (specify below)
Chief Financial 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)
				Amount	(A) or (D)	Price			
Eaton Vance Corp. Non-voting Common Stock	10/29/2004	Â	G	1,200	D	$ 0	228,948	D	Â
Eaton Vance Corp. Common Stock	Â	Â	Â	Â	Â	Â	18,558	I	By Voting Trust (1)

(Voting)									
Eaton Vance Corp. Non-voting Common Stock	Â	Â	Â	Â	Â	Â	41,734	I	Stock Option Income Deferral (2)
Voting Trust Receipt (3)	Â	Â	Â	Â	Â	Â	18,558	D	Â

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	$ 0 (4)	Â	Â	3	Â	Â	Â (5)	Â (15)	Eaton Vance Corp. Non-voting Common Stock	4,076
Option (right to buy)	$ 31.54	Â	Â	3	Â	Â	Â (6)	11/01/2006	Eaton Vance Corp. Non-voting Common Stock	3,487
Option (right to buy)	$ 11.47	Â	Â	3	Â	Â	Â (7)	11/02/2006	Eaton Vance Corp. Non-voting Common Stock	19,780
	$ 32.01	Â	Â	3	Â	Â	Â (8)	11/01/2007		3,436

Option (right to buy)									Eaton Vance Corp. Non-voting Common Stock	
Option (right to buy)	$ 38.52	Â	Â	3	Â	Â	Â [(9)]	11/03/2008	Eaton Vance Corp. Non-voting Common Stock	2,855
Option (right to buy)	$ 17.19	Â	Â	3	Â	Â	Â [(10)]	11/01/2009	Eaton Vance Corp. Non-voting Common Stock	30,000
Option (right to buy)	$ 24.53	Â	Â	3	Â	Â	Â [(11)]	11/01/2010	Eaton Vance Corp. Non-voting Common Stock	25,924
Option (right to buy)	$ 28.67	Â	Â	3	Â	Â	Â [(12)]	11/01/2011	Eaton Vance Corp. Non-voting Common Stock	31,213
Option (right to buy)	$ 29.1	Â	Â	3	Â	Â	Â [(13)]	11/01/2012	Eaton Vance Corp. Non-voting Common Stock	35,764
Option (right to buy)	$ 35.02	Â	Â	3	Â	Â	Â [(14)]	11/01/2013	Eaton Vance Corp. Non-voting Common Stock	37,445

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
STEUL WILLIAM M THE EATON VANCE BUILDING 255 STATE STREET BOSTON,Â MAÂ 021092617	Â	Â	Â Chief Financial 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)	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)	Shares credited under the company's Stock Option Income Deferral Plan.
(3)	A Voting Trust Receipt represents a share of Voting Common Stock.
(4)	Granted on November 1, 2000, the Incentive Stock Option has an exercise price of $26.9844 (110% of market value at the time of grant), as determined under Section 424(d) of the Internal Revenue Code of 1986. The Non-Qualified Stock Option has an exercise price of $24.5313 (equal to fair market value at the time of grant).
(5)	These options vest over a 5 year period at 20% per year.
(6)	Granted on 11/1/2001 this option vests 100% on 11/1/2005.
(7)	Granted on November 2, 1998, these options vest over 5 years starting in 1999 in increments of 12.33%, 12.33%, 19.33%, 34% and 22% respectively.
(8)	Granted on 11/1/2002 this option vests 100% on 11/1/2006.
(9)	Granted on 11/3/2003 this options vests 100% on 11/3/2007.
(10)	Granted on November 1, 1999, these options vest over a 5 year period at 20% per year.
(11)	Granted on 11/1/2000 this options vests 23% per year on 11/1/2001, 11/1/2002, 11/1/2003, 11/1/2005 and 8% on 11/1/2004.
(12)	Granted on 11/1/2001 this option vests 22% on 11/1/2002, 11/1/2003, 11/1/2004, 11/1/2005 and 12% on 11/1/2005
(13)	Granted on 11/1/2002 this option vests 22% on 11/1/2003, 11/1/2004, 11/1/2005, 11/1/2007 and 12% on 11/1/2006.
(14)	Granted on 11/3/2003 this option vests 22% on 11/3/2004, 11/3/2005, 11/3/2006, 11/3/2008 and 12% on 11/3/2007.
(15)	The Incentive Stock Option has a 5 year life, expiring on November 1, 2005, as determined under Section 424(d) of the Internal Revenue Code of 1986. The Non-Qualified Stock Option has a 10 year life, expiring on November 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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