Edgar Filing: EATON VANCE LTD DURATION INCOME FUND - Form 4

EATON VA Form 4	NCE LTD DUR	ATION II	NCOME	E FUND								
November 0	06, 2007											
FORM	14		GEOU	DIFIEG		GHANGE		- .T	PPROVAL			
Washington, D.C. 20549								OMB Number:	3235-0287			
Check th if no lon	ger							Expires:	January 31, 2005			
subject t Section Form 4 c	subject to Section 16. Form 4 or							Estimated burden hou response	average urs per			
Form 5 obligation may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the l	Public U	Jtility Ho	lding Coi		nge Act of 1934, of 1935 or Sectio 940	on				
(Print or Type	Responses)											
1. Name and A STEUL WI	Person [*]	2. Issue Symbol	er Name an	d Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer						
			N VANC ME FUNI		URATION	ON (Check all applicable)						
(Last)	(First) (A	Middle)		of Earliest 7	Transaction		Director 10% Owner Officer (give titleX Other (specify					
	ON VANCE 6, 255 STATE ST	REET	(Month/Day/Year) 11/01/2007				below) below) Management Committee of EV					
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) BOSTON, MA 02109						al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
		(7:)					Person					
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date,			Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Reminder: Ret	port on a separate line	e for each cl	ass of see	urities here	ficially ow	ned directly	or indirectly					
Kenniker, Kej					Perso inforr requi	ons who res nation cont red to respo ays a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	SEC 1474 (9-02)			
	Tab					posed of, or convertible :	Beneficially Owned securities)	I				

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv

Edgar Filing: EATON VANCE LTD DURATION INCOME FUND - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Year)	Under Secur (Instr.		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Management Committee of EV

Director 10% Owner Officer Other

STEUL WILLIAM M THE EATON VANCE BUILDING **255 STATE STREET** BOSTON, MA 02109

Signatures

By: A. John Murphy/ Attorney in Fact

**Signature of Reporting Person

11/06/2007 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).

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.