

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

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FILER

EATON VANCE MUTUAL FUNDS TRUST

CIK: 745463 | State of Incorporation: MA | Fiscal Year End: 1231
Type: 24F-2NT | Act: 33 | File No.: 002-90946 | Film No.: 99575466

Mailing Address
24 FEDERAL ST
11TH FLOOR
BOSTON MA 02110

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BOSTON MA 02110
6174828260

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

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24f-2

1. Name and address of issuer:

Eaton Vance Mutual Funds Trust
24 Federal Street
Boston, Massachusetts 02110

2. The name of each series or class of securities for which this Form is filed (state "All Series" if Form is being filed for all series):

Eaton Vance Cash Management Fund
Eaton Vance Liquid Assets Fund
Eaton Vance Money Market Fund
Eaton Vance Tax Free Reserves
Eaton Vance Municipal Bond Fund
Eaton Vance Tax-Managed Growth Fund
Eaton Vance Government Obligations Fund

3. Investment Company Act File Number:

811-4015

Securities Act File Number:

2-90946

4(a). Last day of fiscal year for which this Form is filed:

12/31/98

4(b). Is this Form is being filed late (i.e., more than 90 days after the end of the issuer's fiscal year)?

No

Note: If the Form is being filed late, interest must be paid on the registration fee due.

4(c) Is this the last time the issuer will be filing this Form?

No

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f): \$1,241,699,729

(ii) Aggregate price of securities redeemed or repurchased during the fiscal year \$ 1,092,339,417

(iii) Aggregate price of securities redeemed or repurchased during any prior fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the Commission: \$ 13,600,248

(iv) Total available redemption credits [add items 5(i) through 5(iii)]: \$1,105,939,665

(v) Net sales - if item 5(i) is greater than item 5(iv) [subtract item 5(iv) from item 5(i)]: \$135,760,064

(vi) Redemption credits available for use in future years - if item 5(i) is less than item 5(iv) [subtract item 5(iv) from item 5(i)]: \$ 0

(vii) Multiplier for determining registration fee (See Item 5(vi)) .000278

(viii) Registration fee due [multiply Item 5(v) by Item 5(vii)] (enter "0" if no fee is due): = \$37,741.30

6. Prepaid Shares

If the response to item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 as in effect before [effective date of recession of rule 24e-2], then report the amount of securities (number of shares or other units) deducted here: \$136,506,763

If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this Form is filed that are available for use by the issuer in future fiscal years, then state that number here: N/A

7. Interest due - if this Form is being filed more than 90 days after the end of the issuer's fiscal year (See Instruction D): \$0

8. Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 7]: \$37,741.30

9. Date the registration fee and any interest payment was sent to

the Commission's lockbox depository:

03/25/99

Method of deliverWire Transfer X
Mail or other means

Signatures

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

/s/ Kristin S. Anagnost
Kristin S. Anagnost
Assistant Treasurer

Date: xx/xx/xx