Eaton Vance Risk-Managed Diversified Equity Income Fund Form N-Q November 26, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM N-Q

## QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act File Number

811-22044

# **Eaton Vance Risk-Managed Diversified Equity Income Fund**

(Exact Name of Registrant as Specified in Charter)

The Eaton Vance Building, 255 State Street, Boston, Massachusetts (Address of Principal Executive Offices)

**02109** (Zip code)

Maureen A. Gemma
Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109

(Name and Address of Agent for Service)

Registrant s Telephone Number, Including Area

(617) 482-8260

Code:

Date of Fiscal Year End:

December 31

Date of Reporting Period: September 30, 2008

Item 1. Schedule of Investments

#### **Eaton Vance Risk-Managed Diversified Equity Income Fund**

as of September 30, 2008

#### PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks 83.6%

Parispace & Defense   S.1.96    S.   4.383,318   General Dynamics Corp.   182,783   13.345,484   19.5252   8.115,878   19.5252   8.115,878   19.5252   8.115,878   19.5252   8.115,878   19.5252   13.145,747   15.040,912   13.7147   15.040,913   13.714,978   13.7147   13.71	Security	Shares	Value
General Dynamics Corp.         182,783         13,456,484           Honeywell International, Inc.         195,132         8,18,787           Lockheed Martin Corp.         137,147         15,040,912           Raytheon Co.         124,136         9,318,017           United Technologies Corp.         269,73         16,000,044           Air Freight & Logistics         0.7%         66,514,653           United Parcel Service, Inc., Class B         18,385         9,046,978           Aut Components         0.8%         9,046,978           Aut Components         0.8%         10,710,888           Beverages         26,00         10,710,888           Beverages         26,00         25,105         10,710,888           Beverages         26,00         25,105         10,710,888           Beverages         26,00         25,105         12,901,152           Con-Cola Co. (The)         25,105         12,901,152         29,906           Cone-Cola Co. (The)         25,4076         \$ 15,059,085         30,555,627           Eppisico, Inc.         254,076         \$ 15,059,085         30,555,627           Congradian Service, Inc., Class B         25,005,245         30,555,627           Eppisico, Inc.         25,005,255<	·		
Honeywell International, Inc.	Boeing Co. (The)	76,431	\$ 4,383,318
Lockheed Martin Corp.         137,147         15,040,912           Raytheon Co.         174,136         9,318,017           United Technologies Corp.         66,514,653           Air Freight & Logisties 0.7%         143,854         \$ 9,046,978           United Parcel Service, Inc., Class B         143,854         \$ 9,046,978           Auto Components 0.8%         353,145         \$ 10,710,888           Beverages 2.6%         10,710,888         10,710,888           Beverages 2.6m         245,105         \$ 12,961,152           Coca-Cola Co. (The)         245,105         \$ 12,961,152           PepsiCo, Inc.         298,863         21,299,066           Temperature Corp. (Inc.)         254,076         \$ 15,059,085           Genzyme Corp. (Inc.)         254,076         \$ 15,059,085           Genzyme Corp. (I)         189,103         5,296,582           Capital Markets 2.8%         227,790         \$ 7,421,388           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,388           Goldman Sachs Group, Inc.         19,249         3,671,209           Link         174,991         3,671,209           Link         27,790         \$ 7,421,388           Invesco, Ltd.         174,991         3,671,209		182,783	13,456,484
Raytheon Co.         174,136         9,318,017           United Technologies Corp.         269,731         16,200,044           Air Freight & Logistics 0,7%         66,514,653           United Parcel Service, Inc., Class B         143,854         \$ 9,046,978           Auto Components 0.8%         353,145         \$ 10,710,888           Beverages 2.6%         251,005         \$ 12,961,152           Coca-Cola Co. (The)         298,803         2,299,966           Biotechnology 2.3%         34,261,118           Amgen, Inc. (1)         254,076         \$ 15,059,085           Genzyme Corp. (1)         189,103         \$ 15,296,542           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         29,269         8,866,432           Invesco, Lid.         174,990         3,671,290           Goldman Sachs Group, Inc.         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         29,269         8,866,432           Invesco, Lid.         174,990         3,671,290           Julius Baer Holding AG         8,522         3,416,595           State Street Corp.         16,476         6,056,355           T. Rowe Price Group, Inc.         126,43         6,793,40	Honeywell International, Inc.	195,328	8,115,878
United Technologies Corp.         269,73	Lockheed Martin Corp.	137,147	15,040,912
Air Freight & Logistics 0.7%           United Parcel Service, Inc., Class B         143,854         \$ 9,046,978           Auto Components 0.8%	Raytheon Co.	174,136	9,318,017
Mire Preight & Logistics 0.7%   143,854   5 9,046,978   9,046,978   9,046,978   9,046,978   9,046,978   143,854   5 9,046,978   143,854   5 9,046,978   143,854   5 9,046,978   143,854   5 10,710,888   143,854   5 10,710,888   143,858	United Technologies Corp.	269,731	16,200,044
United Parcel Service, Inc., Class B         143,854         \$ 9,046,978           Auto Components 0.8%			\$ 66,514,653
Auto Components 0.8%         9,046,978           Johnson Controls, Inc.         353,145         \$ 10,710,888           Beverages 2.6%         245,105         \$ 12,961,152           Coca-Cola Co. (The)         245,105         \$ 12,961,152           Pepsico, Inc.         288,03         21,299,608           Reserrages Long         254,076         \$ 34,261,118           Biotechnology 2.3%         15,059,085         Genzyme Corp. (1)         189,103         15,296,542           Gienzyme Corp. (1)         254,076         \$ 15,059,085         Genzyme Corp. (1)         189,103         15,296,542           Genzyme Corp. (1)         227,790         \$ 7,421,398         7,421,398         Goldman Sachs Group, Inc.         69,269         8,866,432           Goldman Sachs Group, Inc.         69,269         8,866,432         3,416,595         Reserved Corp.         106,476         6,056,355         1,720         1,720         1,721,398         Reserved Corp.         106,476         6,056,355         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,720         1,	Air Freight & Logistics 0.7%		
Auto Components 0.8%   10,710,888   10,710,710,888   10	United Parcel Service, Inc., Class B	143,854	\$ 9,046,978
Delinson Controls, Inc.			\$ 9,046,978
Beverages 2.6%         10,710,888           Coca-Cola Co. (The)         245,105         \$ 12,961,152           PepsiCo, Inc.         298,863         21,299,966           Biotechnology 2.3%         34,261,118           Amgen, Inc. (1)         254,076         \$ 15,059,885           Genzyme Corp. (1)         254,076         \$ 15,059,885           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Bank of New York Mellon Corp. (The)         69,269         8,866,432           Invesco, Ltd.         174,90         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Row Price Group Inc.         106,476         6,056,355           T. Row Price Group Inc.         71,070         10,949,792           E.I. Du Pont de Nemours & Co.         75,614         7,484,274           Monsanto Co.         75,614         8,479,990           Toronto-Dominion Bank </td <td>Auto Components 0.8%</td> <td></td> <td></td>	Auto Components 0.8%		
Beverages 2.6%         245,105         \$ 12,961,152           Coca-Cola Co. (The)         298,863         21,299,966           PepsiCo, Inc.         298,863         21,299,966           PepsiCo, Inc.         298,863         21,299,966           Biotechnology 2.3%         34,261,118           Amgen, Inc. (1)         254,076         \$ 15,059,085           Genzyme Corp. (1)         189,103         15,296,542           Senzyme Corp. (1)         189,103         15,296,542           Genzyme Corp. (1)         254,076         \$ 30,355,627           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432         10,416,290           Invesco, Ltd.         174,990         3,671,290         3,616,295         5         5,422         3,416,595         5         5,422         3,416,595         5         5,422         3,416,595         5         5,422         3,416,595         5         5,422         3,416,595         5         5,422         3,416,595         5         5,422         3,416,595         5         5,422         3,416,595         5         5,422         3,416,595         5,422         3,416,595         5,422         3,422	Johnson Controls, Inc.	353,145	\$ 10,710,888
Coca-Cola Co. (The)         245,105         \$ 12,961,152           PepsiCo, Inc.         298,63         21,299,966           Biotechnology 2.3%         34,261,118           Amgen, Inc. (1)         254,076         \$ 15,059,085           Genzyme Corp. (1)         189,103         15,206,542           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         17,499         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           E.J. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         271,707         \$ 10,949,792           Monsanto Co.         271,707         \$ 10,949,792           Banco Bradesco SA ADR         126,332         \$ 2,333,937           Banco Bradesco SA ADR         126,332         \$ 2,333,937           Banco Bradesco SA ADR         126,332         \$ 2,333,937           Banco Bradesco SA ADR         30,555         \$ 10,680,939           Toronto-Dominion Bank         75,176         4,			\$ 10,710,888
PepsiCo, Inc.         298,863         21,299,966           Biotechnology 2.3%         34,261,118           Amgen, Inc. (1)         254,076         \$ 15,059,085           Genzyme Corp. (1)         189,103         15,296,542           Capital Markets 2.8%         227,790         \$ 7,421,398           Bank of New York Mellon Corp. (The)         69,29         8,866,432           Invesco, Ltd.         174,990         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,053,55           T. Rowe Price Group, Inc.         126,483         6,793,402           E.I. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         271,707         \$ 10,949,792           Banco Bradesco SA ADR         126,332         \$ 2,2033,937           Banco Bradesco SA ADR         126,332         \$ 2,2033,937           Banco I tau Holding Financiera SA ADR         36,356,618         8,479,99	Beverages 2.6%		
Biotechnology 2.3%         34,261,118           Amgen, Inc. (1)         254,076         \$ 15,059,085           Genzyme Corp. (1)         189,103         15,296,542           Genzyme Corp. (1)         189,103         15,296,542           Genzyme Corp. (1)         189,103         15,296,542           Capital Markets 2.8%         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         174,990         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,335           T. Row Price Group, Inc.         126,483         6,793,402           T. Row Price Group, Inc.         7,176         9,4225,472           Chemicals 1.4%         1,10,407,70         1,0,407,90           E.I. Du Pont de Nemours & Co.         75,614         7,484,274           E.I. Du Pont de Nemours & Co.         75,614         7,484,274           E.I. Du Pont de Nemours & Co.         75,614         7,484,274           E.I. Du Pont de Nemours & Co.         18,434,066         8,479,909           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Bradesco SA ADR         484,566	Coca-Cola Co. (The)	245,105	\$ 12,961,152
Biotechnology 2.3%           Amgen, Inc. (1)         254,076         \$ 15,059,085           Genzyme Corp. (1)         189,103         15,296,542           Capital Markets 2.8%         """"""""""""""""""""""""""""""""""""	PepsiCo, Inc.	298,863	21,299,966
Amgen, Inc. (1)         254,076         \$ 15,059,085           Genzyme Corp. (1)         189,103         15,296,542           Capital Markets 2.8%         \$ 30,355,627           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         174,990         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           We Price Group, Inc.         271,707         \$ 10,949,792           Monsante Co.         271,707         \$ 2,033,937           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Tornoto-Dominion Bank         25,779,769         \$ 25,779,769           Commercial Services & Supplies         0,78			\$ 34,261,118
Genzyme Corp. (1)         189,103         15,296,542           Capital Markets 2.8%         30,355,627           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         174,990         3,671,290           Iulius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           E.I. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         271,707         \$ 10,949,792           Monsanto Co.         271,707         \$ 10,949,792           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           Waste Management, Inc.         303,462         \$ 9,556,018           Waste Management, Inc.         30,3462         \$ 9,556,018           Communications Equipment         2.	Biotechnology 2.3%		
Sama of New York Mellon Corp. (The)         \$ 30,355,627           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         174,990         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           *** 36,225,472           *** Chemicals 1.4%           E.I. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         75,614         7,484,274           *** 18,434,066           *** 27,79,69           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           Vaste Management, Inc.         303,462         9,556,018           *** 25,779,769           *** 25,779,769           *** 25,56,018           **	Amgen, Inc. (1)	254,076	\$ 15,059,085
Capital Markets 2.8%           Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         174,990         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           ** 36,225,472           ** Chemicals 1.4%           E.I. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         271,707         \$ 10,949,792           Monsanto Co.         75,614         7,484,274           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           * 25,779,769           Commercial Services & Supplies 0.7%         * 9,556,018           Waste Management, Inc.         303,462         \$ 9,556,018           Commin	Genzyme Corp. (1)	189,103	15,296,542
Bank of New York Mellon Corp. (The)         227,790         \$ 7,421,398           Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         174,990         3,671,290           Iulius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           ** 36,225,472           ** El. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         75,614         7,484,274           ** Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           ** 25,779,769           ** Commercial Services & Supplies         0,78           Waste Management, Inc.         303,462         \$ 9,556,018           Corming, Inc.         381,702         \$ 5,969,819           Corning, Inc.         381,702         \$ 5,969,819           QUAL COMM, Inc.<			\$ 30,355,627
Goldman Sachs Group, Inc.         69,269         8,866,432           Invesco, Ltd.         174,990         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           * 36,225,472           Chemicals 1.4%           E.I. Du Pont de Nemours & Co.         75,614         7,484,274           Monsanto Co.         75,614         7,484,274           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Toronto-Dominion Bank         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           Vaste Management, Inc.         303,462         \$ 9,556,018           Waste Management, Inc.         303,462         \$ 9,556,018           Corning, Inc.         381,702         \$ 5,969,819           QUALCOMM, Inc.         381,702         \$ 5,969,819           Research In Motion, Ltd. (1)         99,275         6,643,883	Capital Markets 2.8%		
Invesco, Ltd.         174,990         3,671,290           Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           Chemicals 1.4%           E.I. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         75,614         7,484,274           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           Commercial Services & Supplies 0.7%         \$ 2,5779,769           Waste Management, Inc.         303,462         \$ 9,556,018           Communications Equipment 2.0%         \$ 381,702         \$ 5,969,819           Corning, Inc.         381,702         \$ 5,969,819           QUALCOMM, Inc.         320,575         13,775,108           Research In Motion, Ltd. (1)         97,275         6,643,883	Bank of New York Mellon Corp. (The)	227,790	\$ 7,421,398
Julius Baer Holding AG         68,522         3,416,595           State Street Corp.         106,476         6,056,355           T. Rowe Price Group, Inc.         126,483         6,793,402           * 36,225,472           Chemicals 1.4%           E.I. Du Pont de Nemours & Co.         271,707         \$ 10,949,792           Monsanto Co.         75,614         7,484,274           Emercial Banks 2.0%           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           Commercial Services & Supplies 0.7%           Waste Management, Inc.         303,462         \$ 9,556,018           Communications Equipment 2.0%           Corning, Inc.         381,702         \$ 5,969,819           QUAL COMM, Inc.         320,575         13,775,108           Research In Motion, Ltd. (1)         97,275         6,643,883	Goldman Sachs Group, Inc.	69,269	8,866,432
State Street Corp.       106,476       6,056,355         T. Rowe Price Group, Inc.       126,483       6,793,402         Chemicals 1.4%         E.I. Du Pont de Nemours & Co.       271,707       10,949,792         Monsanto Co.       75,614       7,484,274         Monsanto Co.       18,434,066         Commercial Banks 2.0%         Banco Bradesco SA ADR       126,332       2,033,937         Banco Itau Holding Financiera SA ADR       484,566       8,479,909         Toronto-Dominion Bank       75,176       4,584,984         U.S. Bancorp       296,528       10,680,939         Commercial Services & Supplies 0.7%       303,462       9,556,018         Waste Management, Inc.       303,462       9,556,018         Communications Equipment 2.0%       381,702       5,969,819         Corning, Inc.       381,702       5,969,819         QUAL-COMM, Inc.       320,575       13,775,108         Research In Motion, Ltd. (1)       97,275       6,643,883	Invesco, Ltd.	174,990	3,671,290
T. Rowe Price Group, Inc.       126,483       6,793,402         Sa6,225,472         Chemicals       1.4%       \$ 10,949,792         Monsanto Co.       271,707       \$ 10,949,792         Monsanto Co.       75,614       7,484,274         Banco Bradesco SA ADR       \$ 126,332       \$ 2,033,937         Banco Itau Holding Financiera SA ADR       484,566       8,479,909         Toronto-Dominion Bank       75,176       4,584,984         U.S. Bancorp       296,528       10,680,939         Commercial Services & Supplies       0.7%         Waste Management, Inc.       303,462       9,556,018         Communications Equipment       2.0%         Communications Equipment       2.0%       5,969,819         QUALCOMM, Inc.       381,702       5,969,819         Research In Motion, Ltd. (1)       97,275       6,643,883	Julius Baer Holding AG	68,522	3,416,595
\$ 36,225,472         Chemicals 1.4%         E.I. Du Pont de Nemours & Co.       271,707       \$ 10,949,792         Monsanto Co.       75,614       7,484,274         * 18,434,066         Commercial Banks 2.0%         Banco Bradesco SA ADR       126,332       \$ 2,033,937         Banco Itau Holding Financiera SA ADR       126,332       \$ 2,033,937         Toronto-Dominion Bank       75,176       4,584,984         U.S. Bancorp       296,528       10,680,939         Commercial Services & Supplies 0.7%       \$ 25,779,769         Waste Management, Inc.       303,462       \$ 9,556,018         Communications Equipment 2.0%       \$ 9,556,018         Communications Equipment 2.0%       381,702       \$ 5,969,819         QUALCOMM, Inc.       320,575       13,775,108         Research In Motion, Ltd. (1)       97,275       6,643,883	State Street Corp.	106,476	6,056,355
Chemicals 1.4%         E.I. Du Pont de Nemours & Co.       271,707 \$ 10,949,792         Monsanto Co.       75,614 7,484,274         * 18,434,066         Commercial Banks 2.0%         Banco Bradesco SA ADR       126,332 \$ 2,033,937         Banco Itau Holding Financiera SA ADR       484,566 8,479,909         Toronto-Dominion Bank       75,176 4,584,984         U.S. Bancorp       296,528 10,680,939         Commercial Services & Supplies 0.7%       \$ 25,779,769         Waste Management, Inc.       303,462 \$ 9,556,018         Communications Equipment 2.0%       \$ 9,556,018         Corning, Inc.       381,702 \$ 5,969,819         QUALCOMM, Inc.       320,575 13,775,108         Research In Motion, Ltd. (1)       97,275 6,643,883	T. Rowe Price Group, Inc.	126,483	6,793,402
E.I. Du Pont de Nemours & Co.       271,707       \$ 10,949,792         Monsanto Co.       75,614       7,484,274         * 18,434,066         Commercial Banks 2.0%       * 126,332       \$ 2,033,937         Banco Bradesco SA ADR       126,332       \$ 2,033,937         Banco Itau Holding Financiera SA ADR       484,566       8,479,909         Toronto-Dominion Bank       75,176       4,584,984         U.S. Bancorp       296,528       10,680,939         Commercial Services & Supplies       0.7%         Waste Management, Inc.       303,462       9,556,018         Communications Equipment       2.0%         Corning, Inc.       381,702       5,969,819         QUALCOMM, Inc.       320,575       13,775,108         Research In Motion, Ltd. (1)       97,275       6,643,883			\$ 36,225,472
Monsanto Co.       75,614       7,484,274         18,434,066         Commercial Banks 2.0%       126,332 \$ 2,033,937         Banco Bradesco SA ADR       126,332 \$ 2,033,937         Banco Itau Holding Financiera SA ADR       484,566 \$ 8,479,909         Toronto-Dominion Bank       75,176 \$ 4,584,984         U.S. Bancorp       296,528 \$ 10,680,939         Commercial Services & Supplies 0.7%         Waste Management, Inc.       303,462 \$ 9,556,018         Communications Equipment 2.0%       \$ 9,556,018         Corning, Inc.       381,702 \$ 5,969,819         QUALCOMM, Inc.       320,575 \$ 13,775,108         Research In Motion, Ltd. (1)       97,275 \$ 6,643,883	Chemicals 1.4%		
Commercial Banks         2.0%           Banco Bradesco SA ADR         126,332         \$ 2,033,937           Banco Itau Holding Financiera SA ADR         484,566         8,479,909           Toronto-Dominion Bank         75,176         4,584,984           U.S. Bancorp         296,528         10,680,939           Commercial Services & Supplies 0.7%           Waste Management, Inc.         303,462         \$ 9,556,018           Communications Equipment 2.0%         \$ 9,556,018           Corning, Inc.         381,702         \$ 5,969,819           QUALCOMM, Inc.         320,575         13,775,108           Research In Motion, Ltd. (1)         97,275         6,643,883	E.I. Du Pont de Nemours & Co.	271,707	\$ 10,949,792
Commercial Banks 2.0%         Banco Bradesco SA ADR       126,332 \$ 2,033,937         Banco Itau Holding Financiera SA ADR       484,566 8,479,909         Toronto-Dominion Bank       75,176 4,584,984         U.S. Bancorp       296,528 10,680,939         Commercial Services & Supplies 0.7%       \$ 25,779,769         Waste Management, Inc.       303,462 \$ 9,556,018         Communications Equipment 2.0%       \$ 9,556,018         Corning, Inc.       381,702 \$ 5,969,819         QUALCOMM, Inc.       320,575 13,775,108         Research In Motion, Ltd. (1)       97,275 6,643,883	Monsanto Co.	75,614	7,484,274
Banco Bradesco SA ADR       126,332       \$ 2,033,937         Banco Itau Holding Financiera SA ADR       484,566       8,479,909         Toronto-Dominion Bank       75,176       4,584,984         U.S. Bancorp       296,528       10,680,939         Commercial Services & Supplies 0.7%         Waste Management, Inc.       303,462       \$ 9,556,018         Communications Equipment 2.0%         Corning, Inc.       381,702       \$ 5,969,819         QUALCOMM, Inc.       320,575       13,775,108         Research In Motion, Ltd. (1)       97,275       6,643,883			\$ 18,434,066
Banco Itau Holding Financiera SA ADR       484,566       8,479,909         Toronto-Dominion Bank       75,176       4,584,984         U.S. Bancorp       296,528       10,680,939         Commercial Services & Supplies 0.7%         Waste Management, Inc.       303,462       \$ 9,556,018         Communications Equipment 2.0%         Corning, Inc.       381,702       \$ 5,969,819         QUALCOMM, Inc.       320,575       13,775,108         Research In Motion, Ltd. (1)       97,275       6,643,883	Commercial Banks 2.0%		
Toronto-Dominion Bank       75,176       4,584,984         U.S. Bancorp       296,528       10,680,939         \$ 25,779,769         Commercial Services & Supplies 0.7%         Waste Management, Inc.       303,462       \$ 9,556,018         Communications Equipment 2.0%         Corning, Inc.       381,702       \$ 5,969,819         QUALCOMM, Inc.       320,575       13,775,108         Research In Motion, Ltd. (1)       97,275       6,643,883	Banco Bradesco SA ADR	126,332	\$ 2,033,937
U.S. Bancorp 296,528 10,680,939	Banco Itau Holding Financiera SA ADR	484,566	8,479,909
\$ 25,779,769         Commercial Services & Supplies 0.7%       Waste Management, Inc.       303,462 \$ 9,556,018         Waste Management, Inc.       303,462 \$ 9,556,018         Communications Equipment 2.0%       2.0%         Corning, Inc.       381,702 \$ 5,969,819         QUALCOMM, Inc.       320,575 13,775,108         Research In Motion, Ltd. (1)       97,275 6,643,883	Toronto-Dominion Bank	75,176	4,584,984
Commercial Services & Supplies 0.7%         Waste Management, Inc.       303,462 \$ 9,556,018         \$ 9,556,018         Communications Equipment 2.0%         Corning, Inc.       381,702 \$ 5,969,819         QUALCOMM, Inc.       320,575 13,775,108         Research In Motion, Ltd. (1)       97,275 6,643,883	U.S. Bancorp	296,528	10,680,939
Waste Management, Inc.       303,462 \$ 9,556,018         Communications Equipment Corning, Inc.       381,702 \$ 5,969,819         QUALCOMM, Inc.       320,575 13,775,108         Research In Motion, Ltd. (1)       97,275 6,643,883			\$ 25,779,769
Communications Equipment         2.0%           Corning, Inc.         381,702 \$ 5,969,819           QUALCOMM, Inc.         320,575 13,775,108           Research In Motion, Ltd. (1)         97,275 6,643,883	Commercial Services & Supplies 0.7%		
Communications Equipment         2.0%           Corning, Inc.         381,702 \$ 5,969,819           QUALCOMM, Inc.         320,575 13,775,108           Research In Motion, Ltd. (1)         97,275 6,643,883	Waste Management, Inc.	303,462	
Corning, Inc.       381,702 \$ 5,969,819         QUALCOMM, Inc.       320,575 13,775,108         Research In Motion, Ltd. (1)       97,275 6,643,883			\$ 9,556,018
QUALCOMM, Inc.       320,575       13,775,108         Research In Motion, Ltd. (1)       97,275       6,643,883	Communications Equipment 2.0%		
Research In Motion, Ltd. (1) 97,275 6,643,883	Corning, Inc.	381,702	\$ 5,969,819
		320,575	13,775,108
\$ 26,388,810	Research In Motion, Ltd. (1)	97,275	
			\$ 26,388,810

## **Computers & Peripherals 4.4**% Apple, Inc. (1)

Apple, Inc. (1) 108,202 \$ 12,298,239

1

Hewlett-Packard Co.	424,434	\$	19,625,828
International Business Machines Corp.	209,675		24,523,588
		\$	56,447,655
Diversified Financial Services 3.1%			
Bank of America Corp.	152,497	\$	5,337,395
Citigroup, Inc.	452,726		9,285,410
JPMorgan Chase & Co.	541,914		25,307,384
		\$	39,930,189
Diversified Telecommunication Services 1.4%			
AT&T, Inc.	311,084	\$	8,685,465
Verizon Communications, Inc.	288,320		9,252,189
		\$	17,937,654
Electric Utilities 1.8%			
Edison International	239,876	\$	9,571,052
FirstEnergy Corp.	197,461		13,227,912
		\$	22,798,964
Electrical Equipment 1.0%			
Emerson Electric Co.	307,680	\$	12,550,267
		\$	12,550,267
Energy Equipment & Services 2.9%			
Diamond Offshore Drilling, Inc.	107,633	\$	11,092,657
Schlumberger, Ltd.	187,891		14,672,408
Transocean, Inc. (1)	110,006		12,083,059
		\$	37,848,124
Food & Staples Retailing 2.9%			
CVS Caremark Corp.	379,047	\$	12,758,722
Wal-Mart Stores, Inc.	405,205		24,267,727
		\$	37,026,449
Food Products 1.6%			
Nestle SA	200,255	\$	8,677,298
Nestle SA ADR	301,155		12,633,452
		\$	21,310,750
Health Care Equipment & Supplies 2.4%			
Baxter International, Inc.	118,021	\$	7,745,718
Becton, Dickinson and Co.	74,900		6,011,474
Boston Scientific Corp. (1)	432,259		5,303,818
Medtronic, Inc.	148,795		7,454,630
Zimmer Holdings, Inc. (1)	73,316		4,733,281
		\$	31,248,921
Health Care Providers & Services 1.2%		_	
Aetna, Inc.	149,059	\$	5,382,520
Fresenius Medical Care AG & Co. ADR	110,539		5,741,396
UnitedHealth Group, Inc.	162,775	ф	4,132,857
Y		\$	15,256,773
Hotels, Restaurants & Leisure 1.2%	250 200	Φ.	15.025.040
McDonald s Corp.	258,299	\$	15,937,048
Household Duodrote 270/		\$	15,937,048
Household Products 2.7%	104 406	¢.	12 001 774
Colgate-Palmolive Co.	184,496	\$	13,901,774
Kimberly-Clark Corp.	133,338		8,645,636
Procter & Gamble Co.	169,679	Ф	11,824,930
Ladon and out Donner Durch access 9. En out - Total access 10. Est		\$	34,372,340
Independent Power Producers & Energy Traders 0.5%	270.526	¢.	( (05 7()
NRG Energy, Inc. (1)	270,536	\$	6,695,766
		\$	6,695,766

Marcian   177,80   12,146,884   12,146,885	Industrial Conglomerates 0.9%			
Marstarce 3.8%		177 820	\$	12 146 884
Insurance 3.8%	JIVI CO.	177,020		
AFLAC, Inc.         65,866         \$ 3,809,028           Chubb Corp.         196,43         10,784,136           Lincoln National Corp.         85,159         3,656,57           Metl Sire, Inc.         271,580         2,254,16           Travelers Companies, Inc. (The)         271,580         8,061,822           Travelers Companies, Inc. (The)         15,046         \$ 6,062,224           Internet Software & Services 0.5%         5         6,026,224           Testing Inc., Class A (1)         15,046         \$ 6,026,224           Testing Inc., Class A (2)         104,185         \$ 6,026,224           Testing Equipment A Products 0.3%         104,185         \$ 6,026,224           Master, Class A (2)         104,185         \$ 6,355,59           Matel, Inc., Class A (2)         104,185         \$ 6,355,59           Matel, Inc., Class A (2)         21,201,36         \$ 24,120,136           Leisure Equipment & Products 0.3%         3         3,587,55         \$ 3,798,755           Life Sciences Tools & Services 0.6%         132,79         \$ 7,303,505           Matel, Inc.         132,79         \$ 7,303,505           Machinery 1.9%         \$ 7,303,505           Carepullar, Inc.         132,79         \$ 7,303,505           T	Insurance 3.8%		Ψ	12,110,001
Chubb Corp.         196.436         10,843.85           Liacialn National Corp.         85.159         3,645.657         10,850.952         10,801.821         21,275.416         21,275.216<		65,866	\$	3,869,628
Lincoln National Corp,         85,159         3,364,567         10,809,952           Travelers Companies, Inc, CThe)         271,580         1,237,641         220,361         8,061,821           Zurich Financial Services AG         29,368         8,061,821         24,487,810         1,200,222         4,9487,810         1,000         8,002,224         1,000         1,000         8,002,224         1,000 </td <td>•</td> <td>· · · · · · · · · · · · · · · · · · ·</td> <td>-</td> <td></td>	•	· · · · · · · · · · · · · · · · · · ·	-	
MetLife, Inc.         193,767         10.850,952         12.275,461         271,586         12.275,461         271,586         12.275,461         271,586         12.275,461         271,586         12.275,461         271,586         12.275,461         271,586         16,618,21         18,618,21         18,618,21         18,618,21         18,618,21         18,618,21         18,618,21         18,618,22         18,618,22         18,618,22         18,618,21         18,618,22         18,618,22         18,618,22         18,618,22         18,618,22         18,618,22         22,62         23,79,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,798,75         23,	•			
Travelers Companies, Inc. (The)         271,586         1,2275,416           Zurich Financial Services AG         29,036         8,618,221           Larger Financial Services 0.5%         49,487,810           Google, Inc., Class A (1)         15,046         \$ 6,026,224           F Services 1.9%         173,305         \$ 6,026,224           Accenture, Ltd., Class A         173,305         \$ 5,55,590           Accenture, Ltd., Class A         104,185         \$ 3,798,755           Leisure Equipment & Products         0.3%         \$ 3,798,755           Leisure Equipment & Products         0.3%         \$ 3,798,755           Leisure Equipment & Products         0.5%         \$ 3,798,755           Life Sciences Tools & Services         0.6%         \$ 7,303,505           Matchinery         1.9%         \$ 7,303,505           Machinery         1.9%         \$ 7,303,505           Machinery         1.9%         \$ 7,303,505           Media         1.9%         \$ 7,303,505           Media         9.9%         \$ 7,002           Categorial Fine         1.64,91         \$ 1,780,25           Oncast Corp., Class A         1.03,416         \$ 20,339,93           Ommicon Group, Inc.         2.22,828         1.29,444 </td <td>*</td> <td></td> <td></td> <td></td>	*			
Metale Software & Services   0.5%   15,046   5   6,026,224   6,0026,224   7   7   7   7   7   7   7   7   7	Travelers Companies, Inc. (The)	271,580		12,275,416
Interns forfware & Services   0.5%	Zurich Financial Services AG	29,036		8,061,821
Google, Inc., Class A (1)         5, 6,026,224           IT Services 1.9%         4,026,224           Accenture, Ltd., Class A         173,305         5,855,590           Accenture, Ltd., Class A         6,2813         11,136,229           Visa, Inc., Class A         6,2813         11,136,229           Leisure Equipment & Products         0,3798,755           Matel, Inc.         210,574         \$ 3,798,755           JER Sciences Tools & Services         0,6%         \$ 7,303,505           Machinery         132,791         \$ 7,303,505           Machinery         19%         \$ 2,273,800           Media         2.9         \$ 2,273,800           Media         2.9         \$ 2,273,800           Media         2.9         \$ 2,273,800           Media         9.9         \$ 2,273,800           Multi-Utilities         9.9         \$ 3,052,997			\$	49,487,810
T Service 1.9%   Accenture, Ltd., Class A   173,305   5,858,590   MasterCard, Inc., Class A   162,813   11,188,629   Visa, Inc., Class A   104,85   6,395,917   Cisure Equipment & Products   0.3%   1,188,629   Visa, Inc., Class A   104,85   6,395,917   Cisure Equipment & Products   0.3%   3798,755   3798,755   T Service Equipment & Products   0.3%   3798,755   1,198,100   1,	Internet Software & Services 0.5%			
Testing 1.9%	Google, Inc., Class A (1)	15,046	\$	
Accenture, Ltd., Class A         173,305         \$ 6,585,509           MasterCard, Inc., Class A         104,85         6,395,917           Visa, Inc., Class A         104,85         6,395,917           Leisure Equipment & Products         0.3%         3,798,755           Mattel, Inc.         210,574         \$ 3,798,755           Life Sciences Tools & Services         0.6         " 7,303,505           Thermor Fisher Scientific, Inc. (1)         132,791         \$ 7,303,505           Machinery 1.9%         163,228         11,334,963           Machinery 1.9%         163,228         11,334,963           Illinois Tool Works, Inc.         164,995         \$ 8,760,902           Danaher Corp.         163,228         11,334,963           Illinois Tool Works, Inc.         16,095         \$ 20,339,939           Omnicom Group, Class A         1,036,166         \$ 20,339,939           Omnicom Group, Inc.         292,828         11,291,448           Time Warer, Inc.         498,480         6,535,073           Cleveland-Cliffs, Inc.         5,662,115         \$ 9,674,148           Multi-Utilities 0.4%         48,805,777         \$ 9,674,148           Multi-Utilities 0.4%         48,985,777         \$ 4,895,777           Oil, Gas & C			\$	6,026,224
MasterCard, Inc., Class A         62,813         11,138,629           Visa, Inc., Class A         104,185         6,395,917           Leisure Equipment & Products         0.3%         24,120,156           Leisure Equipment & Products         0.3%         3,798,755           Life Sciences Tools & Services         0.6%         3,798,755           Life Sciences Tools & Services         0.6%         3,703,505           Thermo Fisher Scientific, Inc. (1)         132,791         \$ 7,303,505           Machinery         1.9%         \$ 8,760,902           Machinery         1.96         \$ 8,760,902           Danaher Corp.         163,328         11,344,963           Illinois Tool Works, Inc.         116,491         5,178,025           Media         2.9         2.2         23,389,39           Media         2.9         2.2         1,236,166         \$ 20,339,39           Media         2.9         2.2         1,227,389         \$ 20,339,39         \$ 20,339,39         \$ 20,339,39         \$ 20,339,39         \$ 20,339,39         \$ 20,339,39         \$ 20,339,39         \$ 20,339,39         \$ 20,309,39         \$ 20,309,39         \$ 20,309,39         \$ 20,309,39         \$ 20,309,39         \$ 20,309,39         \$ 20,309,39         \$ 20,309,39         <				
Visa, Inc., Class A         104,185         6,395,917           Leisure Equipment & Products         0,3%           Mattel, Inc.         210,574         \$ 3,798,755           Life Sciences Tools & Services         0.6         3,798,755           Life Sciences Tools & Services         0.6         132,791         \$ 7,303,505           Machinery 1.9%         7,303,505         7,303,505           Machinery 1.9%         116,499         \$ 8,760,902           Catespillar, Inc.         163,328         113,34,963           Illinois Tool Works, Inc.         116,491         5,178,025           Media 2.9%         \$ 25,273,890           Media 2.9%         \$ 20,339,939           Omicast Corp., Class A         1,036,166         \$ 20,339,939           Omician Group, Inc.         292,828         11,294,448           Time Warner, Inc.         38,166,460           Metals & Mining         0,7%         \$ 36,664,460           Metals & Mining         0,7%         \$ 36,664,460           Multi-Utilities         0,4%         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         \$ 6,674,148           Multi-Utilities         0,4%         \$ 3,052,997           Public Service Enterprise Group, Inc. <td></td> <td></td> <td>\$</td> <td></td>			\$	
Sequence   Sequence				
Leisure Equipment & Products         3.378,755           Mattel, Inc.         2 13,798,755           Life Sciences Tools & Services         0.60           Thermo Fisher Scientific, Inc. (1)         1 32,791         \$ 7,303,505           Machinery         1.9%         7,303,505           Catespillar, Inc.         146,995         \$ 8,760,902           Danaher Corp.         163,328         11,334,963           Illinois Tool Works, Inc.         116,491         5,178,025           Media         2.9%         25,273,890           Media         2.9%         25,273,890           Media         2.9%         25,273,890           Concast Corp., Class A         1,036,166         \$ 20,339,939           Omicion Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           Metals & Mining         0.7%         38,166,460           Metals & Mining         0.7%         345,752         6,621,151           Cleveland-Cliffs, Inc.         5,667,141         4,895,777           Cleveland-Cliffs, Inc.         5,67,414         4,895,777           Cleveland-Cliffs, Inc.         149,307         \$ 4,895,777           Cloveland-Cliffs, Inc.         3,51	Visa, Inc., Class A	104,185		
Mattel, Inc.         210,574 \$ 3,798,755           Life Sciences Tools & Services 0.6%         3,798,755           Thermo Fisher Scientific, Inc. (1)         132,791 \$ 7,303,505           Machinery 1.9%         146,995 \$ 8,760,902           Caterpillar, Inc.         146,995 \$ 8,760,902           Danaher Corp.         163,328 \$ 11,334,963           Illinois Tool Works, Inc.         116,491 \$ 5,178,025           Media 2.9%         25,273,890           Comcast Corp., Class A         1,036,166 \$ 20,339,939           Omnicom Group, Inc.         292,828 \$ 11,291,448           Time Warner, Inc.         498,480 \$ 6,535,073           Metals & Mining 0.7%         57,669 \$ 3,052,997           Cleveland-Cliffs, Inc.         57,669 \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752 \$ 6,621,151           Public Service Enterprise Group, Inc.         149,307 \$ 4,895,777           Oil, Gas & Consumable Fuels 7.5%         4,895,777           Onlary Concephillips         355,190 \$ 17,230,267           Chevron Corp.         355,190 \$ 14,448,132           Occidental Petroleum Corp.         355,190 \$ 14,448,132           Occidental Petroleum Corp.         310,305 \$ 14,448,132           Occidental Petroleum Corp.         316,304 \$ 4,288,40           Williams Cos., Inc. <td>I</td> <td></td> <td>\$</td> <td>24,120,136</td>	I		\$	24,120,136
Sample   S		210.574	ф	2 700 755
Life Sciences Tools & Services 0.6%           Thermor Fisher Scientific, Inc. (1)         132,791         \$ 7,303,505           Machinery 1.9%	Mattel, Inc.	210,574		
Thermo Fisher Scientific, Inc. (1)         132,791         \$ 7,303,505           Machinery 1.9%         Take 146,995         \$ 8,760,902           Danaber Corp.         163,328         11,334,63           Illinois Tool Works, Inc.         116,491         5,178,025           Media 2.9%           Comeast Corp., Class A         1,036,166         \$ 20,339,939           Omnicor Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           Metals & Mining 0.7%         \$ 38,166,460           Cleveland-Cliffs, Inc.         57,669         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         6,621,151           Multi-Utilities 0.4%         149,307         \$ 4,895,777           Public Service Enterprise Group, Inc.         149,307         \$ 4,895,777           Oil, Gas & Consumable Fuels 7.5%         355,190         \$ 17,230,267           Chevron Corp.         355,190         \$ 17,230,267           Chevron Corp.         355,190         \$ 17,230,267           Chevron Corp.         312,332         25,761,143           ConocoPhillips         230,066         16,852,335           Hess Corp.         118,304         4,281,480	Life Sciences Tools & Services 0.6%		Э	3,198,133
Machinery 1.9%         7,303,505           Caterpillar, Inc.         146,995         8,760,902           Danaher Corp.         163,328         11,334,963           Illinois Tool Works, Inc.         163,328         11,334,963           Illinois Tool Works, Inc.         163,328         25,273,890           Media 2.9%           Comeast Corp., Class A         1,036,166         20,339,939           Omnicom Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           Metals & Mining 0.7%         35,569         \$ 30,52,997           Companhia Vale do Rio Doce ADR         345,752         6621,151           Multi-Utilities 0.4%         489,477         \$ 9,674,148           Multi-Utilities 0.4%         4,895,777         \$ 4,895,777           Oil, Gas & Consumable Fuels 7.5%         355,190         \$ 17,230,267           Chevron Corp.         312,332         25,761,143           Concoephillips         30,066         16,852,335           Hess Corp.         176,025         14,448,132           Cocidental Petroleum Corp.         216,612         15,260,315           Williams Cos., Inc.         181,304         4,287,840		132 701	Φ.	7 303 505
Machinery   1.9%   1.46,995   1.63,328   1.1,334,963   1.1,344,963   1	Thermo I isner Scientific, inc. (1)	132,791		
Caterpillar, Inc.         146,995         \$ 8,760,902           Danaber Corp.         163,288         11,334,963           Illinois Tool Works, Inc.         116,491         5,178,025           Media         2.9%         \$ 25,273,890           Media         2.9%         \$ 20,339,939           Omnicom Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           Wetals & Mining         0.7%         \$ 345,752         6,621,151           Cleveland-Cliffs, Inc.         57,669         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         6,621,151           Multi-Utilities         0.4%         \$ 9,674,148           Multi-Utilities         0.4%         \$ 9,674,148           Multi-Utilities         0.4%         \$ 4,895,777           Public Service Enterprise Group, Inc.         149,307         \$ 4,895,777           Oil, Gas & Consumable Fuels         7.5%         \$ 4,895,777           Oil, Gas & Consumable Fuels         7.5%         \$ 1,7230,267           Chevron Corp.         312,332         25,761,143           Conocophillips         230,066         16,852,335           Hess Corp.         176,025	Machinery 19%		Ψ	7,505,505
Danaher Corp.         163,328         11,334,963           Illinois Tool Works, Inc.         116,491         5,178,025           Media         2.9%           Comcast Corp., Class A         1,036,166         \$ 20,339,939           Omnicom Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           Metals & Mining         0.7%         \$ 36,6460           Wetals & Mining         0.7%         \$ 9,674,148           Cleveland-Cliffis, Inc.         57,669         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         6,621,151           Multi-Utilities         0.4%         \$ 9,674,148           Public Service Enterprise Group, Inc.         149,307         \$ 4,895,777           Oil, Gas & Consumable Fuels         7.5%         1,7230,267           Oil, Gas & Consumable Fuels         7.5%         17,230,267           Chevron Corp.         312,332         25,761,143           Conco-Phillips         312,332         25,761,143           Less Corp.         176,025         14,448,132           Occidental Petroleum Corp.         216,612         15,260,315           Williams Cos., Inc.         80,111         3,726,764 <tr< td=""><td></td><td>146 995</td><td>\$</td><td>8 760 902</td></tr<>		146 995	\$	8 760 902
Illinois Tool Works, Inc.			Ψ	
Media 2.9%         \$ 25,273,890           Comcast Corp., Class A         1,036,166         \$ 20,339,939           Omnicom Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           Time Warner, Inc.         57,669         \$ 3,052,997           Cleveland-Cliffs, Inc.         57,669         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         6,621,151           Multi-Utilities 0.4%         4,895,777         \$ 4,895,777           Public Service Enterprise Group, Inc.         149,307         \$ 4,895,777           Oil, Gas & Consumable Fuels 7.5%         355,190         \$ 17,230,267           Chevon Corp.         312,332         25,761,143           ConcocPhillips         230,066         16,852,335           Hess Corp.         176,025         14,448,132           Occidental Petroleum Corp.         216,612         15,260,315           Williams Cos., Inc.         80,111         3,726,64           XTO Energy, Inc.         80,111         3,726,64           Williams Cos., Inc.         80,111         3,726,64           Abbott Laboratories         351,935         20,264,417           Johnson & Johnson         291,102         20,167				
Media 2.9%         Comeast Corp., Class A         1,036,166         \$ 20,339,939           Omnicom Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           * 38,166,460           Metals & Mining 0.7%           Cleveland-Cliffs, Inc.         57,669         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         6,621,151           * 9,674,148           Multi-Utilities 0.4%           Public Service Enterprise Group, Inc.         149,307         \$ 4,895,777           * 9,674,148           * 149,307         \$ 4,895,777           * 149,307         \$ 4,895,777           * 149,307         \$ 4,895,777           * 149,307         \$ 4,895,777           * 149,307         \$ 4,895,777           * 149,307         \$ 1,895,777           * 149,307         \$ 1,895,777           * 149,307         \$ 1,895,777           * 1,895,777           * 1,907         \$ 1,290,267           * 1,907         \$ 1,290,267           * 1,907         \$ 1,290,267 </td <td></td> <td>, ., -</td> <td>\$</td> <td></td>		, ., -	\$	
Omnicom Group, Inc.         292,828         11,291,448           Time Warner, Inc.         498,480         6,535,073           Metals & Mining 0.7%         Use part of the pa	Media 2.9%			, ,
Time Warner, Inc.         498,480         6,535,073           Metals & Mining 0.7%         Cleveland-Cliffs, Inc.         57,669         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         6,621,151         \$ 9,674,148           Multi-Utilities 0.4%         ***********************************	Comcast Corp., Class A	1,036,166	\$	20,339,939
S 38,166,460           Metals & Mining 0.7%           Cleveland-Cliffs, Inc.         57,669 \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752 \$ 6,621,151           Multi-Utilities 0.4%           Public Service Enterprise Group, Inc.         149,307 \$ 4,895,777           Value Service Enterprise Group, Inc.         149,307 \$ 4,895,777           Oil, Gas & Consumable Fuels 7.5%         355,190 \$ 17,230,267           Anadarko Petroleum Corp.         312,332 25,761,143           Conco-Ophillips         230,066 16,852,335           Hess Corp.         176,025 14,448,132           Occidental Petroleum Corp.         216,612 15,260,315           Williams Cos., Inc.         181,304 4,287,840           XTO Energy, Inc.         80,111 3,726,764           Pharmaceuticals 5.0%         \$ 97,566,796           Pharmaceuticals 5.0%         \$ 20,264,417           Johnson & Johnson         291,102 20,167,547           Novartis AG ADR         80,121 4,233,594           Novo-Nordisk A/S, Class B         77,089 3,987,593           Roche Holding AG         37,759 5,926,418	Omnicom Group, Inc.	292,828		11,291,448
Metals & Mining 0.7%         0.75,669         \$ 3,052,997           Cleveland-Cliffs, Inc.         57,669         \$ 3,052,997           Companhia Vale do Rio Doce ADR         345,752         6,621,151           Multi-Utilities 0.4%         ***********************************	Time Warner, Inc.	498,480		6,535,073
Cleveland-Cliffs, Inc.       57,669       \$ 3,052,997         Companhia Vale do Rio Doce ADR       345,752       6,621,151         Multi-Utilities 0.4%       *** 9,674,148         Public Service Enterprise Group, Inc.       149,307       \$ 4,895,777         Oil, Gas & Consumable Fuels 7.5%       *** 4,895,777         Oni, Gas & Consumable Fuels 7.5%       *** 17,230,267         Chevron Corp.       312,332       25,761,143         ConcocPhillips       230,066       16,852,335         Hess Corp.       176,025       14,448,132         Occidental Petroleum Corp.       216,612       15,260,315         Williams Cos., Inc.       80,111       3,726,764         Variance Licelas 5.0%       80,111       3,726,764         Pharmaceuticals 5.0%       351,935       20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418			\$	38,166,460
Companhia Vale do Rio Doce ADR         345,752         6,621,151           Multi-Utilities 0.4%         4,895,777           Public Service Enterprise Group, Inc.         149,307         4,895,777           Oil, Gas & Consumable Fuels 7.5%         7.5%           Anadarko Petroleum Corp.         355,190         17,230,267           Chevron Corp.         312,332         25,761,143           ConcoePhillips         230,066         16,852,335           Hess Corp.         176,025         14,448,132           Occidental Petroleum Corp.         216,612         15,260,315           Williams Cos., Inc.         80,111         3,726,764           Williams Cos., Inc.         80,111         3,726,764           XTO Energy, Inc.         80,111         3,726,764           Pharmaceuticals 5.0%         351,935         20,264,417           Johnson & Johnson         291,102         20,167,547           Novartis AG ADR         80,121         4,233,594           Novo-Nordisk A/S, Class B         37,089         3,987,593           Roche Holding AG         37,759         5,926,418				
\$ 9,674,148         Multi-Utilities 0.4%         Public Service Enterprise Group, Inc.       149,307       \$ 4,895,777       \$ 4,895,777         Oil, Gas & Consumable Fuels 7.5%         Anadarko Petroleum Corp.       355,190       \$ 17,230,267         Chevron Corp.       312,332       25,761,143         ConcocPhillips       230,066       16,852,335         Hess Corp.       176,025       14,448,132         Occidental Petroleum Corp.       216,612       15,260,315         Williams Cos., Inc.       181,304       4,287,840         XTO Energy, Inc.       80,111       3,726,764         Pharmaceuticals 5.0%         Abbott Laboratories       351,935       20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418			\$	
Multi-Utilities 0.4%         149,307 \$ 4,895,777           Public Service Enterprise Group, Inc.         149,307 \$ 4,895,777           Oil, Gas & Consumable Fuels 7.5%         7.5%           Anadarko Petroleum Corp.         355,190 \$ 17,230,267           Chevron Corp.         312,332 25,761,143           ConocoPhillips         230,066 16,852,335           Hess Corp.         176,025 14,448,132           Occidental Petroleum Corp.         216,612 15,260,315           Williams Cos., Inc.         181,304 4,287,840           XTO Energy, Inc.         80,111 3,726,764           Pharmaceuticals 5.0%         Abbott Laboratories 5.0%           Abbott Laboratories 5.0%         291,102 20,167,547           Novartis AG ADR         80,121 4,233,594           Novo-Nordisk A/S, Class B         77,089 3,987,593           Roche Holding AG         37,759 5,926,418	Companhia Vale do Rio Doce ADR	345,752		
Public Service Enterprise Group, Inc.       149,307       \$ 4,895,777         Oil, Gas & Consumable Fuels 7.5%         Anadarko Petroleum Corp.       355,190       \$ 17,230,267         Chevron Corp.       312,332       25,761,143         ConocoPhillips       230,066       16,852,335         Hess Corp.       176,025       14,448,132         Occidental Petroleum Corp.       216,612       15,260,315         Williams Cos., Inc.       181,304       4,287,840         XTO Energy, Inc.       80,111       3,726,764         Pharmaceuticals 5.0%       80,111       3,726,764         Abbott Laboratories       351,935       20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418	XX 3.4 XX.3 XX.4 XX.4 XX.4 XX.4 XX.4 XX.		\$	9,674,148
\$ 4,895,777         Oil, Gas & Consumable Fuels 7.5%         Anadarko Petroleum Corp.       355,190 \$ 17,230,267         Chevron Corp.       312,332 25,761,143         ConocoPhillips       230,066 16,852,335         Hess Corp.       176,025 14,448,132         Occidental Petroleum Corp.       216,612 15,260,315         Williams Cos., Inc.       181,304 4,287,840         XTO Energy, Inc.       80,111 3,726,764         Pharmaceuticals 5.0%       97,566,796         Pharmaceuticals 5.0%       351,935 \$ 20,264,417         Johnson & Johnson       291,102 20,167,547         Novartis AG ADR       80,121 4,233,594         Novo-Nordisk A/S, Class B       77,089 3,987,593         Roche Holding AG       37,759 5,926,418		1.40.207	Φ.	4.005.555
Oil, Gas & Consumable Fuels 7.5%         Anadarko Petroleum Corp.       355,190 \$ 17,230,267         Chevron Corp.       312,332 25,761,143         ConocoPhillips       230,066 16,852,335         Hess Corp.       176,025 14,448,132         Occidental Petroleum Corp.       216,612 15,260,315         Williams Cos., Inc.       181,304 4,287,840         XTO Energy, Inc.       80,111 3,726,764         Pharmaceuticals 5.0%       \$ 97,566,796         Pharmaceuticals 5.0%       351,935 \$ 20,264,417         Johnson & Johnson       291,102 20,167,547         Novartis AG ADR       80,121 4,233,594         Novo-Nordisk A/S, Class B       77,089 3,987,593         Roche Holding AG       37,759 5,926,418	Public Service Enterprise Group, Inc.	149,307		
Anadarko Petroleum Corp.       355,190 \$ 17,230,267         Chevron Corp.       312,332 25,761,143         ConocoPhillips       230,066 16,852,335         Hess Corp.       176,025 14,448,132         Occidental Petroleum Corp.       216,612 15,260,315         Williams Cos., Inc.       181,304 4,287,840         XTO Energy, Inc.       80,111 3,726,764         *       97,566,796         Pharmaceuticals 5.0%       \$ 20,264,417         Johnson & Johnson       291,102 20,167,547         Novartis AG ADR       80,121 4,233,594         Novo-Nordisk A/S, Class B       77,089 3,987,593         Roche Holding AG       37,759 5,926,418	Oil Coa & Congumable Evels 750		Þ	4,895,777
Chevron Corp.       312,332       25,761,143         ConocoPhillips       230,066       16,852,335         Hess Corp.       176,025       14,448,132         Occidental Petroleum Corp.       216,612       15,260,315         Williams Cos., Inc.       181,304       4,287,840         XTO Energy, Inc.       80,111       3,726,764         Pharmaceuticals 5.0%         Abbott Laboratories       351,935       \$ 20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418		355 100	Ф	17 230 267
ConocoPhillips       230,066       16,852,335         Hess Corp.       176,025       14,448,132         Occidental Petroleum Corp.       216,612       15,260,315         Williams Cos., Inc.       181,304       4,287,840         XTO Energy, Inc.       80,111       3,726,764         Pharmaceuticals 5.0%         Abbott Laboratories       351,935       \$ 20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418	•		φ	
Hess Corp.       176,025       14,448,132         Occidental Petroleum Corp.       216,612       15,260,315         Williams Cos., Inc.       181,304       4,287,840         XTO Energy, Inc.       80,111       3,726,764         * 97,566,796         Pharmaceuticals 5.0%         Abbott Laboratories       351,935       \$ 20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418				
Occidental Petroleum Corp.       216,612       15,260,315         Williams Cos., Inc.       181,304       4,287,840         XTO Energy, Inc.       80,111       3,726,764         * 97,566,796         Pharmaceuticals 5.0%         Abbott Laboratories       351,935       \$ 20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418				
Williams Cos., Inc.       181,304       4,287,840         XTO Energy, Inc.       80,111       3,726,764         \$ 97,566,796         Pharmaceuticals 5.0%         Abbott Laboratories       351,935       \$ 20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418				
XTO Energy, Inc.       80,111       3,726,764         Pharmaceuticals       5.0%         Abbott Laboratories       351,935       20,264,417         Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418				
Pharmaceuticals 5.0%         \$ 97,566,796           Abbott Laboratories         351,935 \$ 20,264,417           Johnson & Johnson         291,102 20,167,547           Novartis AG ADR         80,121 4,233,594           Novo-Nordisk A/S, Class B         77,089 3,987,593           Roche Holding AG         37,759 5,926,418				
Pharmaceuticals 5.0%         Abbott Laboratories       351,935 \$ 20,264,417         Johnson & Johnson       291,102 20,167,547         Novartis AG ADR       80,121 4,233,594         Novo-Nordisk A/S, Class B       77,089 3,987,593         Roche Holding AG       37,759 5,926,418		00,	\$	
Abbott Laboratories       351,935 \$ 20,264,417         Johnson & Johnson       291,102 20,167,547         Novartis AG ADR       80,121 4,233,594         Novo-Nordisk A/S, Class B       77,089 3,987,593         Roche Holding AG       37,759 5,926,418	Pharmaceuticals 5.0%			,,
Johnson & Johnson       291,102       20,167,547         Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418		351,935	\$	20,264,417
Novartis AG ADR       80,121       4,233,594         Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418	Johnson & Johnson			
Novo-Nordisk A/S, Class B       77,089       3,987,593         Roche Holding AG       37,759       5,926,418	Novartis AG ADR			
Roche Holding AG 37,759 5,926,418	Novo-Nordisk A/S, Class B			
Saharing Dlough Corp. 4.045.010				
Schering-riough Colp. 207,/32 4,945,010	Schering-Plough Corp.	267,732		4,945,010

Teva Pharmaceutical Industries, Ltd., ADR	108,777	4,980,899
	Φ.	< 4 = 0 = 4 = 0

50,900	\$	4,767,294
44,288		4,295,936
	\$	9,063,230
497,567	\$	8,762,155
603,588		11,305,203
	\$	20,067,358
1,011,236	\$	26,989,889
585,511		11,891,728
	\$	38,881,617
254,517	\$	9,544,388
364,281		9,431,235
453,138		10,195,605
	\$	29,171,228
489,094	\$	23,525,421
	\$	23,525,421
141,055	\$	4,688,668
	\$	4,688,668
	\$	1,084,997,684
	44,288 497,567 603,588 1,011,236 585,511 254,517 364,281 453,138 489,094	44,288 \$ 497,567 \$ 603,588 \$ 1,011,236 \$ 585,511 \$ 254,517 \$ 364,281 453,138 \$ 489,094 \$ 141,055 \$ \$

#### **Put Options Purchased** 8.1%

Description	Number of Contracts	trike Price	Expiration Date	Value
S&P 500 Index	939	\$ 1,185	12/20/08	\$ 7,244,385
S&P 500 Index	979	1,225	12/20/08	9,496,300
S&P 500 Index	1,877	1,185	3/21/09	18,272,595
S&P 500 Index	1,957	1,225	3/21/09	23,004,535
S&P 500 Index	1,877	1,185	6/20/09	20,975,475
S&P 500 Index	1,998	1,200	6/20/09	25,974,000
Total Put Options Purchased				
(identified cost \$78,546,453)				\$ 104,967,290

#### **Short-Term Investments** 9.4%

	Inte	rest	
Description	(000 s	omitted)	Value
Investment in Cash Management Portfolio, 2.18% (2)	\$	121,577 \$	121,576,976
Total Short-Term Investments			
(identified cost \$121,576,976)		\$	121,576,976
Total Investments 101.1%			
(identified cost \$1,359,226,560)		\$	1,311,541,950

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	Number	Strike		Expiration	
Description	of Contracts	Price		Date	Value
S&P 500 Index	1,360	\$ 1,1	170	10/18/08	\$ (4,760,000)
S&P 500 Index	1,187	1,1	180	10/18/08	(4,273,200)
S&P 500 Index	1,543	1,1	185	10/18/08	(4,937,600)
S&P 500 Index	778	1,1	190	10/18/08	(2,100,600)
S&P 500 Index	1,464	1,1	195	10/18/08	(3,952,800)
<b>Total Covered Call Options Written</b>					
(premiums received \$25,306,662)					\$ (20,024,200)
Other Assets, Less Liabilities 0.5%					\$ 6,515,722
Net Assets 100.0%					\$ 1,298,033,472

#### ADR American Depository Receipt

- (1) Non-income producing security.
- (2) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of September 30, 2008. Net income allocated from the Investment in Cash Management Portfolio for the fiscal year to date ended September 30, 2008 was \$1,339,903.

The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2008, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 1,378,849,531
Gross unrealized appreciation	52,417,544
Gross unrealized depreciation	(119,725,125)
Net unrealized depreciation	\$ (67,307,581)

Written call and put options activity for the fiscal year to date ended September 30, 2008 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	70,117 \$	21,506,649
Options written	256,574	206,612,347
Options terminated in closing purchase		
transactions	(248,639)	(194,216,240)
Options exercised	(14,486)	(1,566,225)
Options expired	(57,234)	(7,029,869)
Outstanding, end of period	6,332 \$	25,306,662

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At September 30, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements , effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

- Level 1 quoted prices in active markets for identical investments
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 significant unobservable inputs (including a fund s own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities,

At September 30, 2008, the inputs used in valuing the Fund s investments, which are carried at value, were as follows:

		Investments in	Other Financial
	Valuation Inputs	Securities	Instruments*
Level 1	Quoted Prices	\$ 1,281,472,225	\$ (20,024,200)
Level 2	Other Significant Observable Inputs	30,069,725	
Level 3	Significant Unobservable Inputs		
Total		\$ 1,311,541,950	\$ (20,024,200)

<sup>\*</sup>Other financial instruments are written call options, which are valued at the unrealized appreciation (depreciation) on the instrument.

The Fund held no investments or other financial instruments as of December 31, 2007 whose fair value was determined using Level 3 inputs.

For information on the Fund s policy regarding valuation of investments and other significant accounting policies, please refer to the Fund s most recent financial statements included in its semiannual or annual report to shareholders.

#### **Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant s principal executive officer and principal financial officer that the effectiveness of the registrant s current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission s rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant s principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant s internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant s internal control over financial reporting.

#### **Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### Eaton Vance Risk-Managed Diversified Equity Income Fund

By: /s/Duncan W. Richardson

Duncan W. Richardson

President

Date: November 21, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/Duncan W. Richardson

Duncan W. Richardson

President

Date: November 21, 2008

By: /s/Barbara E. Campbell

Barbara E. Campbell

Treasurer

Date: November 21, 2008