

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Eaton Vance Tax-Managed Diversified Equity Income Fund  
Form N-PX  
August 25, 2009

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21832

NAME OF REGISTRANT: Eaton Vance Tax-Managed Diversified  
Equity Income Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2008 - 06/30/2009

Eaton Vance Tax-Managed Diversified Equity Income Fund

-----  
3M COMPANY

----- Agen

-----  
Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 12-May-2009  
Ticker: MMM  
ISIN: US88579Y1010  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For
1C	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: W. JAMES FARRELL	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1F	ELECTION OF DIRECTOR: HERBERT L. HENKEL	Mgmt	For
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1I	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT J. ULRICH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.	Shr	For
04	STOCKHOLDER PROPOSAL ON THE VESTING OF STOCK OPTIONS AND AWARDS.	Shr	For

-----

ABB LTD

Agen

Security: H0010V101  
 Meeting Type: AGM  
 Meeting Date: 05-May-2009  
 Ticker:  
 ISIN: CH0012221716

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
1.	TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RECORD DATE. PLEASE ADVISE US NOW IF YOU INTEND TO VOTE. NOTE THAT THE COMPANY REGISTRAR HAS DISCRETION OVER GRANTING VOTING RIGHTS. ONCE THE AGENDA IS AVAILABLE, A SECOND NOTIFICATION WILL BE ISSUED REQUESTING YOUR VOTING INSTRUCTIONS	Registration	No Action
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ACTUAL RECORD DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No Action

-----

ABB LTD

Agen

Security: H0010V101

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: AGM  
 Meeting Date: 05-May-2009  
 Ticker:  
 ISIN: CH0012221716

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 559593 DUE TO CHANGE IN VOTING STATUS OF RESOLUTION 1. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	No Action
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 525721, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	No Action
	IF YOUR SHARES ARE HELD BY SEB SWEDEN, PLEASE BE ADVISED THAT THERE IS A SPECIAL PROCEDURE THAT WILL APPLY TO THIS MEETING. SEB SWEDEN WILL REGISTER YOUR SHARES BUT WILL NOT ATTEND THE MEETING ON BEHALF OF YOU. YOU ARE REQUIRED TO ATTEND OR SEND A REPRESENTATIVE TO THE MEETING. YOU CAN CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR MORE DETAILS. THANK YOU.	Non-Voting	No Action
1.	Receive the annual report and consolidated financial statements, annual financial statements and the Auditors' reports	Non-Voting	No Action
2.1	Approve the annual report, the consolidated financial statements, and the annual financial statements for 2008	Mgmt	No Action
2.2	Receive the remuneration report [as per pages 49 55 of the annual report]	Mgmt	No Action
3.	Grant discharge to the Board of Directors and the Management	Mgmt	No Action
4.	Approve to release CHF 650,000,000 of the legal reserves and allocate those released reserves to other reserves and to carry forward the available earnings in the amount of CHF 2,555,479,132	Mgmt	No Action
5.	Approve to renew ABB Ltd s authorized share capital in an amount not to exceed CHF 404,000,000, enabling the issuance of up to 200,000,000	Mgmt	No Action

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

ABB Ltd shares with a nominal value of CHF 2.02, each by not later than 05 MAY 2011, by amending the Articles of Incorporation with a new Article 4ter

6.	Approve: to reduce the share capital of CHF 4,692,041,526.70 by CHF 1,114,940,560.80 to CHF 3,577,100,965.90 by way of reducing the nominal value of the registered shares from CHF 2.02 by CHF 0.48 to CHF 1.54 and to use the nominal value reduction amount for repayment to the shareholders; b) to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction; c) to amend Article 4 Paragraph 1 of the Articles of Incorporation according to the specified words as per the date of the entry of the capital reduction in the commercial register Article 4 Paragraph 1; the share capital of the Company is CHF 3,577,100,965.90 and is divided into 2,322,792,835 fully paid registered shares; each share has a par value of CHF 1.54; and d) to amend Article 4bis Paragraphs.1 and 4, and Article 4ter Paragraph 1 of the Articles of Incorporation, correspondingly reflecting the reduced nominal value of the registered shares from CHF 2.02 by CHF 0.48 to CHF 1.54, as per the date of the entry of the capital reduction in the commercial register	Mgmt	No Action
7.	Approve to modify the By-laws according to the reduction of the share capital	Mgmt	No Action
8.1	Elect Mr. Hubertus Von Gruenberg as a Member of the Board of Directors	Mgmt	No Action
8.2	Elect Mr. Roger Agnelli as a Member of the Board of Directors	Mgmt	No Action
8.3	Elect Mr. Louis R. Hughes as a Member of the Board of Directors	Mgmt	No Action
8.4	Elect Mr. Hans Ulrich Maerki as a Member of the Board of Directors	Mgmt	No Action
8.5	Elect Mr. Michel de Rosen as a Member of the Board of Directors	Mgmt	No Action
8.6	Elect Mr. Michael Treschow as a Member of the Board of Directors	Mgmt	No Action
8.7	Elect Mr. Bernd W. Voss as a Member of the Board of Directors	Mgmt	No Action
8.8	Elect Mr. Jacob Wallenberg as a Member of the Board of Directors	Mgmt	No Action
9.	Elect Ernst & Young AG as the Auditors for FY 2009	Mgmt	No Action

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

-----  
 ABBOTT LABORATORIES

Agen

-----  
 Security: 002824100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: ABT  
 ISIN: US0028241000  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R.J. ALPERN R.S. AUSTIN W.M. DALEY W.J. FARRELL H.L. FULLER W.A. OSBORN D.A.L. OWEN W.A. REYNOLDS R.S. ROBERTS S.C. SCOTT III W.D. SMITHBURG G.F. TILTON M.D. WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPROVAL OF THE ABBOTT LABORATORIES 2009 INCENTIVE STOCK PROGRAM	Mgmt	For
03	APPROVAL OF THE ABBOTT LABORATORIES 2009 EMPLOYEE STOCK PURCHASE PLAN FOR NON-U.S. EMPLOYEES	Mgmt	For
04	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL - ANIMAL TESTING	Shr	Against
06	SHAREHOLDER PROPOSAL - HEALTH CARE PRINCIPLES	Shr	Against
07	SHAREHOLDER PROPOSAL - ADVISORY VOTE	Shr	For

-----  
 ACCENTURE LTD

Agen

-----  
 Security: G1150G111  
 Meeting Type: Annual  
 Meeting Date: 12-Feb-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: CHARLES H. GIANCARLO	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1B	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: DINA DUBLON	Mgmt	For
1C	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN	Mgmt	For
1D	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: NOBUYUKI IDEI	Mgmt	For
1E	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: MARJORIE MAGNER	Mgmt	For
2	RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION.	Mgmt	For

-----  
 ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: ACE  
 ISIN: CH0044328745

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL G. ATIEH	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY A. CIRILLO	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. CROCKETT	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS J. NEFF	Mgmt	For
2A	APPROVAL OF THE ANNUAL REPORT	Mgmt	For
2B	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED	Mgmt	For
2C	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
03	ALLOCATION OF DISPOSABLE PROFIT	Mgmt	For
04	DISCHARGE OF THE BOARD OF DIRECTORS	Mgmt	For
05	AMENDMENT OF ARTICLES OF ASSOCIATION RELATING TO SPECIAL AUDITOR	Mgmt	For
6A	ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
6B	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

6C	ELECTION OF BDO VISURA (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
07	APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES	Mgmt	For

-----

ALLIANZ SE, MUENCHEN

-----

Agen

Security: D03080112  
 Meeting Type: AGM  
 Meeting Date: 29-Apr-2009  
 Ticker:  
 ISIN: DE0008404005

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
1.	Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as of and for the fiscal year ended December 31, 2008, and of the Management Reports for Allianz SE and for the Group, the Explanatory Report on the information pursuant to paragraph 289 (4), paragraph 315 (4) of the German Commercial Code (Handelsgesetzbuch) as well as the Report of the Supervisory Board for the fiscal year 2008	Non-Voting	No vote
2.	Appropriation of net earnings	Mgmt	For
3.	Approval of the actions of the members of the Management Board	Mgmt	For
4.	Approval of the actions of the members of the Supervisory Board	Mgmt	For
5.	By-election to the Supervisory Board	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

6.	Authorization to acquire treasury shares for trading purposes	Mgmt	For
7.	Authorization to acquire and utilize treasury shares for other purposes	Mgmt	For
8.	Authorization to use derivatives in connection with the acquisition of treasury shares pursuant to Paragraph 71 (1) no. 8 of the German Stock Corporation Act (Aktiengesetz)	Mgmt	For
9.	Amendment to the Statutes in accordance with Paragraph 67 German Stock Corporation Act (Aktiengesetz)	Mgmt	For
10.A	Other amendments to the Statutes: Cancellation of provisions regarding the first Supervisory Board	Mgmt	For
10.B	Other amendments to the Statutes: Anticipatory resolutions on the planned Law on the Implementation of the Shareholder Rights Directive (Gesetz zur Umsetzung der Aktionaersrechterichtlinie)	Mgmt	For
11.	Approval of control and profit transfer agreement between Allianz SE and Allianz Shared Infrastructure Services SE	Mgmt	For

COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN THE MATERIAL URL SECTION OF THE APPLICATION. IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES AT THE COMPANYS MEETING.

Non-Voting      No vote

---

AMGEN INC.

Agen

Security: 031162100  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: AMGN  
ISIN: US0311621009

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DR. DAVID BALTIMORE	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL	Mgmt	For
1D	ELECTION OF DIRECTOR: MR. JERRY D. CHOATE	Mgmt	For
1E	ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK	Mgmt	For



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1G	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Mgmt	For
1H	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Mgmt	For
1I	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Mgmt	For
1J	ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)	Mgmt	For
1K	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Mgmt	For
1L	ELECTION OF DIRECTOR: MR. KEVIN W. SHARER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE THE PROPOSED 2009 EQUITY INCENTIVE PLAN, WHICH AUTHORIZES THE ISSUANCE OF 100,000,000 SHARES.	Mgmt	For
04	TO APPROVE THE PROPOSED AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, WHICH REDUCES THE SIXTY-SIX AND TWO-THIRDS PERCENT (66-2/3%) VOTING REQUIREMENT TO A SIMPLE MAJORITY VOTING REQUIREMENT FOR APPROVAL OF CERTAIN BUSINESS COMBINATIONS.	Mgmt	For
5A	STOCKHOLDER PROPOSAL #1 (AMEND OUR BYLAWS TO PERMIT 10 PERCENT OF OUR OUTSTANDING COMMON STOCK THE ABILITY TO CALL SPECIAL MEETINGS.)	Shr	For
5B	STOCKHOLDER PROPOSAL #2 (CHANGE OUR JURISDICTION OF INCORPORATION FROM DELAWARE TO NORTH DAKOTA.)	Shr	Against

---

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: APC  
ISIN: US0325111070

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT J. ALLISON, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN W. PODUSKA, SR.	Mgmt	Against
1D	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

03	APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED.	Mgmt	For
04	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.	Shr	Against

-----

ANGLO AMERN PLC

Agen

-----

Security: G03764134  
 Meeting Type: AGM  
 Meeting Date: 15-Apr-2009  
 Ticker:  
 ISIN: GB00B1XZS820

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the report and accounts	Mgmt	For
2.	Re-elect Mr. David Challen	Mgmt	For
3.	Re-elect Mr. Chris Fay	Mgmt	For
4.	Re-elect Sir Rob Margetts	Mgmt	For
5.	Re-elect Sir Mark Moody Stuart	Mgmt	For
6.	Re-elect Mr. Fred Phaswana	Mgmt	For
7.	Re-elect Mr. Mamphela Ramphele	Mgmt	For
8.	Re-elect Mr. Peter Woicke	Mgmt	For
9.	Re-appoint Deloitte LLP as the Auditors	Mgmt	For
10.	Authorize the Directors to determine the Auditors remuneration	Mgmt	For
11.	Approve the remuneration report	Mgmt	For
12.	Authorize the Directors to allot shares	Mgmt	For
S.13	Approve to disapply preemption rights	Mgmt	For
S.14	Grant authority to the purchase of own shares	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR'S NAME. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No vote

-----

APPLE INC.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2009  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG A.D. LEVINSON, PH.D. ERIC E. SCHMIDT, PH.D. JEROME B. YORK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
03	SHAREHOLDER PROPOSAL REGARDING ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
04	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

ARCELORMITTAL SA LUXEMBOURG

Agen

Security: L0302D129  
 Meeting Type: AGM  
 Meeting Date: 12-May-2009  
 Ticker:  
 ISIN: LU0323134006

Prop.#	Proposal	Proposal Type	Proposal Vote
	Presentation of the Management report of the Board of Directors and the reports of the Independent Company Auditor on the annual accounts of the parent Company drawn up in accordance with the laws and regulations of the Grand-Duchy of Luxembourg [the "Parent Company Annual Accounts"] and the consolidated financial statements of the Arcelor Mittal group drawn up in accordance with the International Financial Reporting Standards as adopted in the European Union	Non-Voting	No Action

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

[the "Consolidated Financial Statements"] for the FY 2008

- |    |   |      |           |
|----|---|------|-----------|
| 1. | Receive the Management report of the Board of Directors and the report of the Independent Company Auditor, approves the consolidated financial statements for the FY 2008 in their entirety, with a resulting consolidated net income of EUR 10,439 millions  | Mgmt | No Action |
| 2. | Receive the management report of the Board of Directors and the report of the Independent Company Auditor, approves the Parent Company Annual Accounts for the FY 2008 in their entirety, with a resulting profit for Arcelor Mittal as Parent Company of the Arcelor Mittal group of EUR 19,093,961,939 [established in accordance with the laws and regulations of the Grand-Duchy of Luxembourg, as compared to the consolidated net income of EUR 10,439 millions established in accordance with International Financial Reporting Standards as adopted in the European Union, the subject of the first resolution] | Mgmt | No Action |
| 3. | Acknowledge the results to be allocated and distributed amount to EUR 28,134,244,719, from which EUR 105,278,200 must be allocated to the legal reserve and EUR 395,657,429 must be allocated to the reserve for shares held in treasury  | Mgmt | No Action |
| 4. | Approve to allocate the results of the Company based on the Parent Company Annual Accounts for the FY 2008 as specified, dividends are paid in equal quarterly installments of EUR 0.1875 [gross] per share, a first installment of dividend of EUR 0.1875 [gross] per share has been paid on 16 MAR 2009   | Mgmt | No Action |
| 5. | Approve to set the amount of annual Directors compensation and attendance fees to be allocated to the Members of the Board of Directors at USD 2,870,634  | Mgmt | No Action |
| 6. | Grant discharge to the Directors for FY 2008  | Mgmt | No Action |
| 7. | Acknowledge the end of mandate for Messrs. Michel Marti; Sergio Silva de Freitas; Wilbur L. Ross; Narayanan Vaghul; Francois Pinault; and Jean-Pierre Hansen  | Mgmt | No Action |
| 8. | Re-elect Mr. Narayanan Vaghul, residing at 63 First Main Road Flat no. 3, R A Puram, Chennai, India, for a three-year mandate, in accordance with Article 8.3 of the Company's Articles of Association, which mandate shall terminate on the date of the general meeting of shareholders to be held in 2012   | Mgmt | No Action |
| 9. | Re-elect Mr. Wilbur L. Ross, residing at 328 El Vedado Road, Palm Beach, Florida 33480-4736, United States of America, for a three-year   | Mgmt | No Action |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

mandate, in accordance with Article 8.3 of the Company's Articles of Association, which mandate shall terminate on the date of the general meeting of shareholders to be held in 2012

- |     |   |      |           |
|-----|---|------|-----------|
| 10. | Re-elect Mr. Francois Pinault, residing at 48, rue de Bourgogne, 75007 Paris, France, for a three-year mandate, in accordance with Article 8.3 of the Company's Articles of Association, which mandate shall terminate on the date of the general meeting of shareholders to be held in 2012  | Mgmt | No Action |
| 11. | <p>Approve to cancel with effect as of this General Meeting the authorization granted to the Board of Directors by the general meeting of shareholders held on 13 MAY 2008 with respect to the share buy-back programme and decides to authorize, effective immediately after this General Meeting, the Board of Directors of the Company, with option to delegate, and the corporate bodies of the other companies in the Arcelor Mittal group referred to in Article 49bis of the Luxembourg law of 10 AUG 1915 on commercial companies, as amended [the "Law"], to acquire and sell shares in the Company in accordance with the Law and for all purposes authorized or which may come to be authorized by the laws and regulations in force, including but not limited to entering into off-market and over-the-counter transactions and to acquire shares in the Company through derivative financial instruments. Euro next markets of Amsterdam, Paris, and Brussels - Luxembourg Stock Exchange - Spanish stock exchanges of Barcelona, Bilbao, Madrid and Valencia In accordance with the laws transposing Directive 2003/6/EC of 28 January 2003 and EC Regulation 2273/2003 of 22 December 2003, acquisitions, disposals, exchanges, contributions and transfers of shares may be carried out by all means, on or off the market, including by a public offer to buy back shares or by the use of derivatives or option strategies. The fraction of the capital acquired or transferred in the form of a block of shares may amount to the entire program. Such transactions may be carried out at any time, including during a tender offer period, in accordance with applicable laws and regulations. New York Stock Exchange Any share buy-backs on the New York Stock Exchange should be performed in compliance with Section 10[b] of the Securities Exchange Act of 1934, as amended [the "Exchange Act"], Rule 10b-5 promulgated there under, and Section 9[a][2] of the Exchange Act. The authorization is valid for a period of eighteen [18] months or until the date of its renewal by a resolution of the general meeting of shareholders if such renewal date is prior to such period. The maximum number of shares that can be acquired is the maximum allowed by the Law in such a manner that the accounting par value of the</p> | Mgmt | No Action |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Company's shares held by the Company [or other ArcelorMittal group companies referred to in Article 49bis of the Law] may not in any event exceed 10% of its subscribed share capital. The purchase price per share to be paid in cash shall not represent more than 125% of the trading price of the shares on the New York Stock Exchange and on the Euro next European markets on which the Company is listed, the Luxembourg Stock Exchange or the Spanish stock exchanges of Barcelona, Bilbo, Madrid and Valencia, depending on the market on which the purchases are made, and no less than one Euro. For off-market transactions, the maximum purchase price shall be 125% of the price on the Euro next European markets where the Company is listed. The reference price will be deemed to be the average of the final listing prices per share on the relevant stock exchange during 30 consecutive days on which the relevant stock exchange is open for trading preceding the three trading days prior to the date of purchase. In the event of a share capital increase by incorporation of reserves or issue premiums and the free allotment of shares as well as in the event of the division or regrouping of the shares, the purchase prices indicated above shall be adjusted by a coefficient multiple equal to the ratio between the number of shares comprising the share capital prior to the transaction and such number following the transaction. The total amount allocated for the Company's share repurchase program may not in any event exceed the amount of the Company's then available equity. All powers are granted to the Board of Directors, with the power to delegate powers, in view of ensuring the performance of this authorization

- |     |  |      |           |
|-----|--|------|-----------|
| 12. | Appoint Deloitte S.A., with registered office at 560, rue de Neudorf, L-2220 Luxembourg, G.D. Luxembourg, as independent Company Auditor for the purposes of an Independent Audit of the Parent Company Annual Accounts and the Consolidated Financial Statements for the financial year 2009  | Mgmt | No Action |
| 13. | Authorize the Board of Directors to: [a] implement the payment of bonuses in relation to financial years 2008 and 2009 to eligible employees of the Company partly in shares of the Company [up to 40%], with the balance to be paid in cash, provided that the maximum number of shares allocated to employees in connection therewith shall not exceed five million [5,000,000] shares in total, which may either be newly issued shares or shares held in treasury; and [b] do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or advisable in order to implement the content and purpose of this resolution. The General Meeting further acknowledges that the maximum total number of five million [5,000,000] | Mgmt | No Action |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

shares for this purpose represents less than zero point four per cent [0.4 %] of the Company's current issued share capital

- |     |  |      |           |
|-----|--|------|-----------|
| 14. | <p>Approve the Long-Term Incentive Plan 2009-2018 which will cover the period from and including financial year 2009 to and including financial year 2018 [the "LTIP"], a copy of which is available to shareholders on request from the Company's Investor Relations department whose contact details are provided at the end of this convening notice; [b] delegate to the Board of Directors the power to issue share options or other equity-based awards and incentives to all eligible employees under the LTIP for a number of Company's shares not exceeding eight million five hundred thousand [8,500,000] options on fully paid-up shares, which may either be newly issued shares or shares held in treasury, during the period from this General Meeting until the general meeting of shareholders to be held in 2010 [defined as the "Cap"], provided, that the share options will be issued at an exercise price that shall not be less than the average of the highest and the lowest trading price on the New York Stock Exchange on the day immediately prior to the grant date, which date shall be decided by the Board of Directors and shall be within the respective periods specified in the LTIP; [c] delegate to the Board of Directors the power to decide and implement any increase in the Cap by the additional number necessary to preserve the rights of the option holders in the event of a transaction impacting the Company's share capital; and [d] do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or advisable in order to implement the content and purpose of this resolution; the General Meeting further acknowledges that the Cap represents less than zero point six per cent [0.6%] of the Company's current issued share capital on a diluted basis</p> | Mgmt | No Action |
| 15. | <p>Authorize the Board of Director to decide the implementation of Employee Share Purchase Plan 2009 reserved for all or part of the employees of all or part of the Companies comprised within the scope of consolidation of consolidated financial statements for a maximum number of two million five hundred thousand share; and for the purposes of the implementation of ESPP 2009, issue new shares within the limits of the authorized share capital and /or deliver treasury shares up to a maximum of 2 million five hundred thousand fully paid-up shares during the period from this general meeting to the general meeting of shareholders to be held in 2010; and do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or</p>   | Mgmt | No Action |

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

advisable in order to implement the content and purpose of this resolution; general meeting further acknowledges that the maximum total number of two million five hundred thousand shares of the Company as indicated above for the implementation of the ESPP 2009 represent less than zero point two percent of the Company's current issued share capital on a diluted basis

-----  
 ARCELORMITTAL SA LUXEMBOURG

Agen

Security: L0302D129  
 Meeting Type: EGM  
 Meeting Date: 12-May-2009  
 Ticker:  
 ISIN: LU0323134006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Approve the decision to (i) renew for a 5-year period the authorized share capital of EUR 7,082,460,000 represented by 1,617,000,000 shares without nominal value, compared to the Company's issued share capital of EUR 6,345,859,399.86 represented by 1,448,826,347 shares without nominal value, representing a potential maximum increase in the Company's issued share capital of 168,173,653 new shares, and (ii) authorize the Board of Directors of the Company to issue, within the limit of such authorized share capital, new shares for various types of transactions and to amend Article 5.5 of the Articles of Association of the Company	Mgmt	No Action
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE CUT-OFF DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No Action

-----  
 ARCELORMITTAL SA LUXEMBOURG

Agen

Security: L0302D129  
 Meeting Type: EGM  
 Meeting Date: 17-Jun-2009  
 Ticker:  
 ISIN: LU0323134006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

- |   |      |           |
|---|------|-----------|
| <p>1. Approve the decision to (i) renew for a 5-year period the authorized share capital of EUR 7,082,460,000 represented by 1,617,000,000 shares without nominal value, compared to the Company's issued share capital of EUR 6,345,859,399.86 represented by 1,448,826,347 shares without nominal value, representing a potential maximum increase in the Company's issued share capital of 168,173,653 new shares, and (ii) authorize the Board of Directors of the Company to issue, within the limit of such authorized share capital, new shares for various types of transactions and to amend Article 5.5 of the Articles of Association of the Company</p> | Mgmt | No Action |
|---|------|-----------|

-----  
ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	No vote
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	No vote
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	No vote
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	No vote
8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	No vote
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	No vote
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	No vote
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	No vote

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	No vote
11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	No vote
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	No vote
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	No vote
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.	Mgmt	No vote
13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	No vote
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	No vote
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	No vote

---

ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Date: 26-Mar-2009  
 Ticker: ASML  
 ISIN: USN070591862

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	For
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	For
8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	For
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	Against
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	For
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	For
9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	For
11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.		
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	For
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	For
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.	Mgmt	For
13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	For
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	For
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	For

-----  
 AT&T INC.

-----  
 Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: T  
 ISIN: US00206R1023  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Mgmt	Against
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	Against
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	Against
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1I	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1J	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1L	ELECTION OF DIRECTOR: MARY S. METZ	Mgmt	For
1M	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1N	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1O	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT TO INCREASE AUTHORIZED SHARES.	Mgmt	For
04	REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
05	SPECIAL STOCKHOLDER MEETINGS.	Shr	For
06	CUMULATIVE VOTING.	Shr	Against
07	BYLAW REQUIRING INDEPENDENT CHAIRMAN.	Shr	For
08	ADVISORY VOTE ON COMPENSATION.	Shr	For
09	PENSION CREDIT POLICY.	Shr	For

-----  
 BANCO SANTANDER SA, SANTANDER

Agen

-----  
 Security: E19790109  
 Meeting Type: EGM  
 Meeting Date: 22-Sep-2008  
 Ticker:  
 ISIN: ES0113900J37  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Approve, to increase the capital in the nominal amount of EUR 71,688,495 by means of the issuance of 143,376,990 new ordinary shares having a par value of one-half EUR [0.5] each and an issuance premium to be determined by the Board of Directors or, by delegation, the Executive Committee, in accordance with the provisions of Section 159.1.c] in fine of the Companies Law [Lay De Sociedades Anonimas] no later than on the date of implementation of the resolution, for an amount that in all events shall be between a minimum of 8 EUR and a maximum of EUR 11.23 per share; the new shares shall be fully subscribed and paid up by means of in kind contributions consisting of ordinary shares of the British	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Company Alliance & Leicester plc; total elimination of the pre-emptive rights held by the shareholders and holders of convertible bonds and express provision for the possibility of an incomplete subscription, option, under the provisions of Chapter VIII of Title VII and the second additional provision of the restated text of the Corporate Income Tax Law [Ley del Impuesto sobre Sociedades] approved by Royal Legislative Decree 4/2004, for the special rules therein provided with respect to the capital increase by means of the in kind contribution of all the ordinary shares of Alliance & Leicester plc, and authorize the Board of Directors to delegate in turn to the Executive Committee, in order to set the terms of the increase as to all matters not provided for by the shareholders at this general meeting, perform the acts needed for the execution thereof, re-draft the text of sub-sections 1 and 2 of Article 5 of the By-Laws to reflect the new amount of share capital, execute whatsoever public or private documents are necessary to carry out the increase and, with respect to the in kind contribution of the shares of Alliance & Leicester plc, exercise the option for the special tax rules provided for under Chapter VIII of Title VII and the second Additional provision of the restated text of the Corporate Income Tax Law approved by Royal Legislative Decree 4/2004, application to the applicable domestic and foreign agencies to admit the new shares to trading on the Madrid, Barcelona, Bilbao, and Valencia stock exchanges through the stock exchange interconnection system [Continuous Market] and the foreign stock exchanges on which the shares of Banco Santander are listed [London, Milan, Lisbon, Buenos Aires, Mexico, and, through ADRs, New York], in the manner required by each of them

- |    |   |      |     |
|----|---|------|-----|
| 2. | Grant authority to deliver 100 shares of the Bank to each employee of the Alliance & Leicester plc Group, as a special bonus within the framework of the acquisition of Alliance & Leicester plc, once such acquisition has been completed  | Mgmt | For |
| 3. | Authorize the Board of Directors to interpret, rectify, supplement, execute and further develop the resolutions adopted by the shareholders at the general meeting, as well as to delegate the powers it receives from the shareholders acting at the general meeting, and grant powers to convert such resolutions into notarial instruments | Mgmt | For |

---

BANCO SANTANDER SA, SANTANDER

Agen

---

Security: E19790109

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: EGM  
 Meeting Date: 25-Jan-2009  
 Ticker:  
 ISIN: ES0113900J37

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 26 JAN 2009. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	No vote
1.	Approve the capital increase in the nominal amount of EUR 88,703,857.50 by means of the issuance of 177,407,715 new ordinary shares having a par value of one-half EUR [0.5] each and an issuance premium to be determined by the Board of Directors or, by delegation, the Executive Committee, in accordance with the provisions of Section 159.1.c in fine of the Companies Law, no later than on the date of implementation of the resolution, for an amount that in all events shall be between a minimum of EUR 7.56 and a maximum of EUR 8.25 per share, the new shares shall be fully subscribed and paid up by means of in kind contributions consisting of ordinary shares of the Sovereign Bancorp Inc., total elimination of the pre-emptive rights held by the shareholders and holders of convertible bonds and express provision for the possibility of an incomplete subscription	Mgmt	For
2.	Grant authority for the delivery of 100 shares of the Bank to each employee of the Abbey National Plc Group	Mgmt	For
3.	Authorize the Board of Directors to interpret, rectify, supplement, execute and further develop the resolutions adopted by the shareholders at the General Meeting, as well as to delegate the powers it receives from the shareholders acting at the General Meeting, and grant powers to convert such resolutions into notarial instruments	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE CUT-OFF. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No vote

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 05-Dec-2008

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Ticker: BAC  
ISIN: US0605051046

Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF BANK OF AMERICA COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2008, BY AND BETWEEN MERRILL LYNCH & CO., INC. AND BANK OF AMERICA CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Mgmt	For
02	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	For
03	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF BANK OF AMERICA COMMON STOCK FROM 7.5 BILLION TO 10 BILLION.	Mgmt	For
04	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE FOREGOING PROPOSALS.	Mgmt	For

BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: BAX  
ISIN: US0718131099

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WALTER E. BOOMER	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES R. GAVIN III, M.D., PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: PETER S. HELLMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: K.J. STORM	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO ANIMAL TESTING	Shr	Against



Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

BCE INC.

Agen

Security: 05534B760  
 Meeting Type: Annual  
 Meeting Date: 17-Feb-2009  
 Ticker: BCE  
 ISIN: CA05534B7604

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR A. BERARD R.A. BRENNEMAN G.A. COPE A.S. FELL D. SOBLE KAUFMAN B.M. LEVITT E.C. LUMLEY T.C. O'NEILL J.A. PATTISON P.M. TELLIER V.L. YOUNG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL NO. 1	Shr	Against
04	SHAREHOLDER PROPOSAL NO. 2	Shr	Against
05	SHAREHOLDER PROPOSAL NO. 3	Shr	Against
06	SHAREHOLDER PROPOSAL NO. 4	Shr	Against
07	SHAREHOLDER PROPOSAL NO. 5	Shr	Against
08	SHAREHOLDER PROPOSAL NO. 6	Shr	Against
09	SHAREHOLDER PROPOSAL NO. 7	Shr	Against
10	SHAREHOLDER PROPOSAL NO. 8	Shr	Against
11	SHAREHOLDER PROPOSAL NO. 9	Shr	Against

BCE INC.

Agen

Security: 05534B760  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: BCE  
 ISIN: CA05534B7604

Prop.#	Proposal	Proposal	Proposal Vote
--------	----------	----------	---------------

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

		Type	
01	DIRECTOR B.K. ALLEN A. BERARD R.A. BRENNEMAN R.E. BROWN G.A. COPE A.S. FELL D. SOBLE KAUFMAN B.M. LEVITT E.C. LUMLEY T.C. O'NEILL P.M. TELLIER P.R. WEISS V.L. YOUNG	Mgmt	For
02	DELOITTE & TOUCHE LLP AS AUDITORS.	Mgmt	For
3A	CEASE AND DESIST BUYING SHARES PURSUANT TO THE SHARE BUYBACK DATED DECEMBER 12, 2008.	Shr	Against
3B	DECLARING AS A SPECIAL DIVIDEND AN AMOUNT EQUAL TO THE DIVIDEND OF THE BCE COMMON SHARES THAT WOULD HAVE BEEN PAID IN JULY AND OCTOBER 2008.	Shr	Against
3C	MISSED DIVIDEND PAYMENTS TO SHAREHOLDERS FOR THE PERIOD OF JULY 15, 2008 AND OCTOBER 15, 2008.	Shr	Against
3D	CUT BOARD OF DIRECTORS, PRESIDENT AND CEO, AND TOP MANAGEMENT SALARIES, BONUSES, STOCK OPTION BENEFITS, OTHER BENEFITS AND PERKS BY 50% IN 2009 AND 2010, AND CAP THEM TO A MAXIMUM OF \$ 500,000 PER PERSON, PER YEAR FOR 2009 AND 2010.	Shr	Against
3E	INDEPENDENCE OF COMPENSATION COMMITTEE MEMBERS AND EXTERNAL COMPENSATION ADVISORS.	Shr	Against
3F	SHAREHOLDER ADVISORY VOTE ON THE EXECUTIVE COMPENSATION POLICY.	Shr	For
3G	FEMALE REPRESENTATION ON BOARD OF DIRECTORS.	Shr	Against
3H	LIMIT ON THE NUMBER OF DIRECTORSHIPS.	Shr	Against

-----  
 BECTON, DICKINSON AND COMPANY

-----  
 Agen

-----  
 Security: 075887109  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: BDX  
 ISIN: US0758871091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

01	DIRECTOR C.M. FRASER-LIGGETT E.J. LUDWIG W.J. OVERLOCK, JR. B.L. SCOTT	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	AMENDMENT TO BD'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	AMENDMENT TO THE 2004 EMPLOYEE AND DIRECTOR EQUITY-BASED COMPENSATION PLAN.	Mgmt	For
05	APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS.	Mgmt	For
06	SPECIAL SHAREHOLDER MEETINGS.	Shr	For
07	CUMULATIVE VOTING.	Shr	Against

-----  
BEST BUY CO., INC.

Agen

-----  
Security: 086516101  
Meeting Type: Annual  
Meeting Date: 24-Jun-2009  
Ticker: BBY  
ISIN: US0865161014  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RONALD JAMES* ELLIOT S. KAPLAN* SANJAY KHOSLA* GEORGE L. MIKAN III* MATTHEW H. PAULL* RICHARD M. SCHULZE* HATIM A. TYABJI* GERARD R. VITTECOQ**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR THAT BEGAN ON MARCH 1, 2009.	Mgmt	For
03	APPROVAL OF AMENDMENTS TO OUR 2004 OMNIBUS STOCK AND INCENTIVE PLAN, AS AMENDED.	Mgmt	For
04	APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO CHANGE APPROVAL REQUIRED.	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE IX.	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

06	APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO REMOVE DIRECTORS WITHOUT CAUSE.	Mgmt	For
07	APPROVAL OF AMENDMENT TO ARTICLE IX TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO AMEND CLASSIFIED BOARD PROVISIONS.	Mgmt	For
08	APPROVAL OF AN AMENDMENT TO ARTICLE X TO DECREASE SHAREHOLDER APPROVAL REQUIRED FOR CERTAIN REPURCHASES OF STOCK.	Mgmt	For
09	APPROVAL OF AN AMENDMENT TO ARTICLE X OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE X.	Mgmt	For

-----  
 BIOGEN IDEC INC.

Agen

-----  
 Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: BIIB  
 ISIN: US09062X1037  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DR. ALEXANDER J. DENNER DR. RICHARD C. MULLIGAN DR. THOMAS F. DEUEL DR. DAVID SIDRANSKY	Mgmt Mgmt Mgmt Mgmt	For For Withheld Withheld
02	APPROVAL OF THE ICAHN BYLAWS AMENDMENTS.	Mgmt	For
03	APPROVAL OF THE NORTH DAKOTA REINCORPORATION RESOLUTION.	Mgmt	Against
04	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
05	APPROVAL OF THE BIOGEN BYLAW AMENDMENT.	Mgmt	For

-----  
 BOSTON SCIENTIFIC CORPORATION

Agen

-----  
 Security: 101137107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BSX  
 ISIN: US1011371077  
 -----

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Mgmt	For
1B	ELECTION OF DIRECTOR: URSULA M. BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MARYE ANNE FOX	Mgmt	For
1D	ELECTION OF DIRECTOR: RAY J. GROVES	Mgmt	For
1E	ELECTION OF DIRECTOR: KRISTINA M. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: ERNEST MARIO	Mgmt	For
1G	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN E. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: UWE E. REINHARDT	Mgmt	For
1K	ELECTION OF DIRECTOR: WARREN B. RUDMAN	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES R. TOBIN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Mgmt	Against

-----  
 B P L C

Agen

-----  
 Security: G12793108  
 Meeting Type: AGM  
 Meeting Date: 16-Apr-2009  
 Ticker:  
 ISIN: GB0007980591  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the report of the Directors and the accounts for the YE 31 DEC 2008	Mgmt	For
2.	Approve the Directors remuneration report for the YE 31 DEC 2008	Mgmt	Against
3.	Re-elect Mr. A. Burgmans as a Director	Mgmt	For
4.	Re-elect Mrs. C. B. Carroll as a Director	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

5.	Re-elect Sir William Castell as a Director	Mgmt	For
6.	Re-elect Mr. I. C. Conn as a Director	Mgmt	For
7.	Re-elect Mr. G. David as a Director	Mgmt	For
8.	Re-elect Mr. E. B. Davis as a Director	Mgmt	For
9.	Re-elect Mr. R. Dudley as a Director	Mgmt	For
10.	Re-elect Mr. D. J. Flint as a Director	Mgmt	For
11.	Re-elect Dr. B. E. Grote as a Director	Mgmt	For
12.	Re-elect Dr. A. B. Hayward as a Director	Mgmt	For
13.	Re-elect Mr. A. G. Inglis as a Director	Mgmt	For
14.	Re-elect Dr. D. S. Julius as a Director	Mgmt	For
15.	Re-elect Sir Tom McKillop as a Director	Mgmt	Against
16.	Re-elect Sir Ian Prosser as a Director	Mgmt	For
17.	Re-elect Mr. P. D. Sutherland as a Director	Mgmt	For
18.	Re-appoint Ernst & Young LLP as the Auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorize the Directors to fix the Auditors remuneration	Mgmt	For
S.19	Authorize the Company, in accordance with Section 163[3] of the Companies Act 1985, to make market purchases [Section 163[3]] with nominal value of USD 0.25 each in the capital of the Company, at a minimum price of USD 0.25 and not more than 5% above the average market value for such shares derived from the London Stock Exchange Daily Official List, for the 5 business days preceding the date of purchase; [Authority expires at the conclusion of the AGM of the Company in 2010 or 15 JUL 2010]; the Company, before the expiry, may make a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry	Mgmt	For
20.	Authorize the Directors by the Company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount of USD 1,561 million, ; [Authority expires the earlier of the conclusion of the next AGM in 2010 of the Company or 15 JUL 2010]	Mgmt	For
S.21	Authorize the Directors, pursuant to Section 89 of the Companies Act 1985, to allot equity securities [Section 89] to the allotment of equity securities: a) in connection with a rights issue; b) up to an aggregate nominal amount of USD 234 million; [Authority expires	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

the earlier of the conclusion of the next AGM in 2010 of the Company or 15 JUL 2010];

S.22	Grant authority for the calling of general meeting of the Company by notice of at least 14 clear days	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT RESOLUTION 15 IS NOT BEING COUNTED AT THE MEETING, AS MR. TOM MCKILLOP IS NO LONGER STANDING AS DIRECTOR. THANK YOU.	Non-Voting	No vote

-----  
BRISTOL-MYERS SQUIBB COMPANY

Agen

-----  
 Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BMY  
 ISIN: US1101221083  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For
1D	ELECTION OF DIRECTOR: L.J. FREEH	Mgmt	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Mgmt	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	Against
04	SIMPLE MAJORITY VOTE.	Shr	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

05	SPECIAL SHAREOWNER MEETINGS.	Shr	For
06	EXECUTIVE COMPENSATION ADVISORY VOTE.	Shr	For

-----  
 CARREFOUR SA, PARIS

Agen

Security: F13923119  
 Meeting Type: MIX  
 Meeting Date: 28-Apr-2009  
 Ticker:  
 ISIN: FR0000120172

Prop.#	Proposal	Proposal Type	Proposal Vote
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
	PLEASE NOTE THAT THIS COMMENT HAS BEEN DELETED. THANK YOU.	Non-Voting	No vote
0.1	Approve the financial statements and discharge Directors	Mgmt	For
0.2	Approve to accept the consolidated financial statements and statutory reports	Mgmt	For
0.3	Approve the transaction with Mr. Jose Luis Duran regarding severance payments	Mgmt	For
0.4	Approve the transaction with Mr. Lars Olofsson regarding severance payments	Mgmt	For
0.5	Approve the treatment of losses and dividends of EUR 1.08 per share	Mgmt	For
0.6	Elect Mr. Lars Olofsson as a Director	Mgmt	For
0.7	Re-elect Mr. Rene Abate as a Director	Mgmt	For



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

O.8	Re-elect Mr. Nicolas Bazire as a Director	Mgmt	For
O.9	Re-elect Mr. Jean Martin Folz as a Director	Mgmt	For
O.10	Re-appoint Deloitte and Associates as the Auditor and Beas as Alternate Auditor	Mgmt	Against
O.11	Re-appoint KPMG as the Auditor	Mgmt	Against
O.12	Ratify Mr. Bernard Perod as the Alternate Auditor	Mgmt	Against
O.13	Grant authority for the repurchase of up to 10% of issued capital	Mgmt	Against
E.14	Approve the reduction in share capital via cancellation of repurchased shares	Mgmt	For
E.15	Grant authority for the issuance of equity or equity linked securities with preemptive rights up to aggregate nominal amount of EUR 500 million	Mgmt	For
E.16	Grant authority for the issuance of equity or equity linked securities without preemptive rights up to an aggregate nominal amount of EUR 350 million	Mgmt	For
E.17	Authorize the Board to increase capital in the event of additional demand related to delegation submitted to shareholder vote above	Mgmt	Against
E.18	Grant authority for the capitalization of reserves of up to EUR 500 million for bonus issue or increase in par value	Mgmt	For
E.19	Grant authority for the issued capital up to 3% for use in Stock Option Plan	Mgmt	Against
E.20	Grant authority for the issued capital up to 0.2% for use in restricted Stock Plan	Mgmt	Against
E.21	Approve Employee Stock Purchase Plan	Mgmt	For
E.22	Approve Employee Stock Purchase Plan for international employees	Mgmt	For
	Receive the reports of the Board of Directors and reports of the Statutory Auditors	Non-Voting	No vote
	Conventions referred to in Articles L.225-38 and L.225-42-1 of the Commercial Code	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No vote

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2009  
 Ticker: CELG  
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SOL J. BARER, PH.D. ROBERT J. HUGIN MICHAEL D. CASEY RODMAN L. DRAKE A.H. HAYES, JR., M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. WALTER L. ROBB, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING THE VOTING STANDARD FOR DIRECTOR ELECTIONS.	Shr	Against

CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: CVX  
 ISIN: US1667641005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Mgmt	For
1B	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1D	ELECTION OF DIRECTOR: R.J. EATON	Mgmt	For
1E	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1F	ELECTION OF DIRECTOR: F.G. JENIFER	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1G	ELECTION OF DIRECTOR: S. NUNN	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. O'REILLY	Mgmt	For
1I	ELECTION OF DIRECTOR: D.B. RICE	Mgmt	For
1J	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1K	ELECTION OF DIRECTOR: C.R. SHOEMATE	Mgmt	For
1L	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1M	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1N	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN	Mgmt	For
04	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION	Mgmt	For
05	SPECIAL STOCKHOLDER MEETINGS	Shr	For
06	ADVISORY VOTE ON SUMMARY COMPENSATION TABLE	Shr	For
07	GREENHOUSE GAS EMISSIONS	Shr	Against
08	COUNTRY SELECTION GUIDELINES	Shr	Against
09	HUMAN RIGHTS POLICY	Shr	Against
10	HOST COUNTRY LAWS	Shr	Against

-----  
 CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2008  
 Ticker: CSCO  
 ISIN: US17275R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1B	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY R. CARTER	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1E	ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN L. HALLA	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: MICHAEL K. POWELL	Mgmt	For
1K	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1L	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	Against
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 25, 2009.	Mgmt	For
03	PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND THE COMPANY'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
04	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS WITHIN SIX MONTHS PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE PROXY STATEMENT.	Shr	Against

-----  
CLEVELAND-CLIFFS INC

Agen

-----  
Security: 185896107  
Meeting Type: Consent  
Meeting Date: 03-Oct-2008  
Ticker: CLF  
ISIN: US1858961071  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	"BY VOTING THIS AGENDA YOU ARE HEREBY CERTIFYING THAT YOUR SHARES ARE "NOT INTERESTED SHARES," AS DEFINED IN THE PROXY STATEMENT. IF YOU HOLD "INTERESTED SHARES," YOU MUST CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IN ORDER TO VOTE YOUR SHARES PROPERLY. PLEASE REFER TO THE PROXY MATERIAL TO DETERMINE IF YOU HOLD "INTERESTED SHARES" VERSUS "NOT INTERESTED SHARES." CONTROL SHARE ACQUISITION PROPOSAL: A RESOLUTION OF CLEVELAND- CLIFFS' SHAREHOLDERS AUTHORIZING THE CONTROL SHARE ACQUISITION OF CLEVELAND-CLIFFS	Mgmt	Against

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

COMMON SHARES PURSUANT TO THE ACQUIRING PERSON  
STATEMENT OF HARBINGER CAPITAL PARTNERS MASTER  
FUND I, LTD. AND HARBINGER CAPITAL PARTNERS  
SPECIAL SITUATIONS FUND, L.P. DATED AUGUST  
14, 2008.

-----  
COLGATE-PALMOLIVE COMPANY

Agen

-----  
Security: 194162103  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: CL  
ISIN: US1941621039  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1B	ELECTION OF DIRECTOR: JILL K. CONWAY	Mgmt	For
1C	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: DAVID W. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1G	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1H	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1I	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF THE COLGATE-PALMOLIVE COMPANY 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ADVISORY VOTE.	Shr	For

-----  
COMCAST CORPORATION

Agen

-----  
Security: 20030N101  
Meeting Type: Annual  
Meeting Date: 13-May-2009  
Ticker: CMCSA  
ISIN: US20030N1019  
-----

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR S. DECKER ANSTROM KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JULIAN A. BRODSKY JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN BRIAN L. ROBERTS RALPH J. ROBERTS DR. JUDITH RODIN MICHAEL I. SOVERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED	Mgmt	For
04	APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
06	IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000	Shr	Against
07	OBTAIN SHAREHOLDER APPROVAL OF CERTAIN FUTURE DEATH BENEFIT ARRANGEMENTS	Shr	For
08	ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION	Shr	For
09	ADOPT A RECAPITALIZATION PLAN	Shr	For

-----  
 CONOCOPHILLIPS

Agen

-----  
 Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: COP  
 ISIN: US20825C1045  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1J	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	UNIVERSAL HEALTH CARE PRINCIPLES.	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	POLITICAL CONTRIBUTIONS.	Shr	Against
07	GREENHOUSE GAS REDUCTION.	Shr	Against
08	OIL SANDS DRILLING.	Shr	Against
09	DIRECTOR QUALIFICATIONS.	Shr	Against

-----  
 COVIDIEN LTD.

Agen

Security: G2552X108  
 Meeting Type: Special  
 Meeting Date: 28-May-2009  
 Ticker: COV  
 ISIN: BMG2552X1083

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.	Mgmt	For
02	IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH SCHEME OF ARRANGEMENT AND REORGANIZATION, APPROVAL OF CREATION OF DISTRIBUTABLE	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

RESERVES OF COVIDIEN PLC (THROUGH REDUCTION OF SHARE PREMIUM ACCOUNT OF COVIDIEN PLC) THAT WAS PREVIOUSLY APPROVED BY COVIDIEN LTD. AND OTHER CURRENT SHAREHOLDERS OF COVIDIEN PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT).

03	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE MEETING.	Mgmt	For
----	--	------	-----

-----  
CREDIT SUISSE GROUP

-----  
Agen

Security: H3698D419  
Meeting Type: AGM  
Meeting Date: 24-Apr-2009  
Ticker:  
ISIN: CH0012138530

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Presentation of the annual report, parent company's 2008 financial statements, Group's 2008 consolidated financial statements and the remuneration report.	Non-Voting	No Action
1.2	Consultative vote on the remuneration report.	Mgmt	No Action
1.3	Approval of the annual report, parent company's 2008 financial statements and Group's 2008 consolidated financial statements.	Mgmt	No Action
2	Discharge of the acts of the Members of the Board of Directors and the Executive Board.	Mgmt	No Action
3	Appropriation of retained earnings.	Mgmt	No Action
4.1	Increasing conditional capital for convertible and warrant bonds.	Mgmt	No Action
4.2	Renewing and increasing authorized capital.	Mgmt	No Action
5.1	Group's Independent auditor.	Mgmt	No Action
5.2	Presence quorum for Board of Directors' resolutions.	Mgmt	No Action
5.3	Deletion of provisions concerning contributions in kind.	Mgmt	No Action
6.1.1	Re-elect Hans-Ulrich Doerig as Director.	Mgmt	No Action
6.1.2	Re-elect Walter B. Kielholz as Director.	Mgmt	No Action
6.1.3	Re-elect Richard E. Thornburgh as Director.	Mgmt	No Action
6.1.4	Elect Andreas Koopmann as Director.	Mgmt	No Action



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

6.1.5	Elect Urs Rohner as Director.	Mgmt	No Action
6.1.6	Elect John Tiner as Director.	Mgmt	No Action
6.2	Election of the independent auditors.	Mgmt	No Action
6.3	Election of special auditors.	Mgmt	No Action

---

CREDIT SUISSE GROUP

Agen

Security: H3698D419  
 Meeting Type: AGM  
 Meeting Date: 24-Apr-2009  
 Ticker:  
 ISIN: CH0012138530

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
1.	TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RECORD DATE. PLEASE ADVISE US NOW IF YOU INTEND TO VOTE. NOTE THAT THE COMPANY REGISTRAR HAS DISCRETION OVER GRANTING VOTING RIGHTS. ONCE THE AGENDA IS AVAILABLE, A SECOND NOTIFICATION WILL BE ISSUED REQUESTING YOUR VOTING INSTRUCTIONS	Registration	No Action

---

CVS CAREMARK CORPORATION

Agen

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: CVS  
 ISIN: US1266501006

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN G. WILLIAMS	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For

---

D.R. HORTON, INC.

Agen

Security: 23331A109  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2009  
 Ticker: DHI  
 ISIN: US23331A1097

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DONALD R. HORTON BRADLEY S. ANDERSON MICHAEL R. BUCHANAN MICHAEL W. HEWATT BOB G. SCOTT DONALD J. TOMNITZ BILL W. WHEAT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING AMENDING OUR EQUAL EMPLOYMENT OPPORTUNITY POLICY.	Shr	Against

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

03	TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS.	Shr	Against
04	TO CONDUCT OTHER BUSINESS PROPERLY BROUGHT BEFORE THE MEETING.	Mgmt	Against

-----  
 DAIMLER AG, STUTTGART

Agen

-----  
 Security: D1668R123  
 Meeting Type: AGM  
 Meeting Date: 08-Apr-2009  
 Ticker:  
 ISIN: DE0007100000  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU	Non-Voting	No vote
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
1.	Presentation of the financial statements and annual report for the 2008 FY with the report of the Supervisory Board, the Group financial statements and Group annual report as well as the report by the Board of Managing Directors pursuant to Sections 289(4) and 315(4) of the German Commercial Code	Non-Voting	No vote
2.	Resolution on the appropriation of the distributable profit of EUR 556,464,360.60 as follows: payment of a dividend of EUR 0.60 per no-par share ex-dividend and payable date:09 APR 2009	Mgmt	For
3.	Ratification of the Acts of the Board of Managing Directors	Mgmt	For
4.	Ratification of the Acts of the Supervisory Board	Mgmt	For
5.	Appointment of Auditors for the 2009 FY and the 2009 interim reports: KPMG AG, Berlin	Mgmt	For
6.	Authorization to acquire own shares the Company	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

shall be authorized to acquire own shares of up to 10% of the Company's share capital through the Stock Exchange at prices not deviating more than 5% from the market price of the shares or by way of a public repurchase offer at prices not deviating more than 10% from the market price of the shares, on or before 08 OCT 2010, the Company shall be authorized to use the shares in connection with Mergers and Acquisitions, to offer the shares to Executive Members of the Company or its affiliates within the scope of the Stock Option Plan adopted by the general meeting on 19 APR 2000, to use the shares as employee shares for employees of the Company or its affiliates or in so far as option or conversion rights are exercised, and to retire the shares, in these cases, share holders subscription rights shall be excluded

- |      |   |      |     |
|------|---|------|-----|
| 7.   | Approval of the use of derivatives [call and put options] for the purpose of acquiring own shares as per item 6   | Mgmt | For |
| 8.1. | Election to the Supervisory Board: Mr. Gerard Kleisterlee   | Mgmt | For |
| 8.2. | Election to the Supervisory Board: Mr. Manfred Schneider  | Mgmt | For |
| 8.3. | Election to the Supervisory Board: Mr. Lloyd G Trotter  | Mgmt | For |
| 8.4. | Election to the Supervisory Board: Mr. Bernhard Walter  | Mgmt | For |
| 8.5. | Election to the Supervisory Board: Mr. Lynton R Wilson  | Mgmt | For |
| 9.   | Approval of the control and Profit Transfer Agreement with the Company's wholly owned subsidiary Evobus GMBH, effective retroactively from 01 JAN of the FY in which the resolution is entered into the commercial register, with duration of at least 5 years  | Mgmt | For |
| 10.  | Amendment to Section 16(1) of the Art of Association in accordance with the implementation of the Shareholders Rights Act [ARUG], in respect of the right of attendance and voting at shareholders meetings being contingent upon shareholders being registered in the Company's share register and registering with the Company by the fourth day before the meeting not counting the day of the assembly, the amendment shall only be entered in the commercial register if and when the ARUG comes into effect | Mgmt | For |
| 11.  | Creation of a new authorized capital the existing authorized capital I and II shall be revoked, the Board of Managing Directors shall be authorized to increase the Company's share capital by up to EUR 1,000,000,000 through the issue of   | Mgmt | For |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

registered no-par shares against payment in cash or kind shareholders shall be granted subscription rights except for residual amounts, Mergers and Acquisitions, the satisfaction of option and conversion rights, a capital increase against payment in cash for up to 10% of the Company's share capital if the shares are sold at a price not materially below the market price of the shares, the Board of Managing Directors shall limit the exclusion of shareholders subscription rights to 20% of the Company's share capital. correspondence amendment to Section 3(2) of the Art of Association

COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN THE MATERIAL URL SECTION OF THE APPLICATION. IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES AT THE COMPANYS MEETING.

Non-Voting No vote

-----  
 DANAHER CORPORATION

Agen

-----  
 Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: DHR  
 ISIN: US2358511028  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MORTIMER M. CAPLIN	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1C	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	Against
1D	ELECTION OF DIRECTOR: LINDA P. HEFNER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER.	Shr	For
05	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED	Shr	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

THROUGH EQUITY COMPENSATION PROGRAMS UNTIL  
TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT.

06	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS ISSUE A REPORT IDENTIFYING POLICY OPTIONS FOR ELIMINATING EXPOSURE OF THE ENVIRONMENT AND DENTAL CONSUMERS TO MERCURY FROM DENTAL AMALGAMS SOLD BY DANAHER.	Shr	Against
----	---	-----	---------

-----  
DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agen

Security: D18190898  
Meeting Type: AGM  
Meeting Date: 26-May-2009  
Ticker:  
ISIN: DE0005140008  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS USUAL. THANK YOU	Non-Voting	No vote
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
1.	Presentation of the established Annual Financial Statements and Management Report (including the comments on disclosure pursuant to paragraph 289 (4) German Commercial Code) for the 2008 financial year, the approved Consolidated Financial Statements and Management Report (including the comments on disclosure pursuant to paragraph 315 (4) German Commercial Code) for the 2008 financial year as well as the Report of the Supervisory Board	Non-Voting	No vote
2.	Appropriation of distributable profit	Mgmt	For
3.	Ratification of the acts of management of the Management Board for the 2008 financial year	Mgmt	For
4.	Ratification of the acts of management of the Supervisory Board for the 2008 financial year	Mgmt	For
5.	Election of the auditor for the 2009 financial year, interim accounts	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

- |     |  |      |     |
|-----|--|------|-----|
| 6.  | Authorization to acquire own shares for trading purposes (paragraph 71 (1) No. 7 Stock Corporation Act)  | Mgmt | For |
| 7.  | Authorization to acquire own shares pursuant to paragraph 71 (1) No. 8 Stock Corporation Act as well as for their use with the possible exclusion of pre-emptive rights  | Mgmt | For |
| 8.  | Amendment to the Articles of Association relating to the registration period for the General Meeting   | Mgmt | For |
| 9.  | Amendment to paragraph 19 (2) sentence 3 of the Articles of Association to accord with the rules of the Act on the Implementation of the Shareholder Rights Directive  | Mgmt | For |
| 10. | Creation of new authorized capital (with the possibility of excluding pre-emptive rights, also in accordance with paragraph 186 (3) sentence 4 Stock Corporation Act) and amendment to the Articles of Association   | Mgmt | For |
| 11. | Creation of new authorized capital for capital increases in cash or in kind (with the possibility of excluding pre-emptive rights) and amendment to the Articles of Association  | Mgmt | For |
| 12. | Creation of new authorized capital (with the possibility of excluding pre-emptive rights for broken amounts as well as in favour of holders of option and convertible rights) and amendment to the Articles of Association   | Mgmt | For |
| 13. | Authorization to issue participatory notes with warrants and/ or convertible participatory notes, bonds with warrants and convertible bonds (with the possibility of excluding pre-emptive rights), creation of conditional capital and amendment to the Articles of Association | Mgmt | For |

COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN THE MATERIAL URL SECTION OF THE APPLICATION. IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES AT THE COMPANY'S MEETING.

Non-Voting No vote

-----  
 DIAMOND OFFSHORE DRILLING, INC.

-----  
 Agen

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: DO  
 ISIN: US25271C1027  
 -----

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES S. TISCH LAWRENCE R. DICKERSON JOHN R. BOLTON CHARLES L. FABRIKANT PAUL G. GAFFNEY II EDWARD GREBOW HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld For For For For Withheld Withheld For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2009.	Mgmt	For

-----  
 E.ON AKTIENGESELLSCHAFT EON, DUESSELDORF

Agen

Security: D24914133  
 Meeting Type: AGM  
 Meeting Date: 06-May-2009  
 Ticker:  
 ISIN: DE000ENAG999  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU	Non-Voting	No vote
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
1.	Presentation of the financial statements and annual report for the 2008 FY with the report of the Supervisory Board, the group financial statements and group annual report, and the re-port pursuant to sections 289[4] and 315[4] of the German Commercial Code	Non-Voting	No vote
2.	Resolution on the appropriation of the distribute profit of EUR 2,856,795,549 as follows: payment of a dividend of EUR 1.50 per no-par share ex-dividend and payable date: 05 MAY 2009	Mgmt	For



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

3.	Ratification of the Acts of the Board of Managing Directors	Mgmt	For
4.	Ratification of the Acts of the Supervisory Board	Mgmt	For
5.	Election of Mr. Jens P. Heyerdahl D.Y. to the Supervisory Board	Mgmt	For
6.A	Election of the auditor for the 2009 financial year as well as for the inspection of financial statements: PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, is appointed as the auditor for the annual as well as the consolidated financial statements for the 2009 financial year.	Mgmt	For
6.B	Election of the auditor for the 2009 financial year as well as for the inspection of financial statements: in addition, PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, is appointed as the auditor for the inspection of the abbreviated financial statements and the interim management report for the first half of the 2009 financial year.	Mgmt	For
7.	Renewal of the authorization to acquire own shares	Mgmt	For
8.	Resolution on the creation of authorized capital and the corresponding amendment to the Articles of Association	Mgmt	For
9.A	Resolution on the authorization to issue convertible and/or warrant bonds , profit-sharing rights and/or participating bonds, the creation of contingent capital, and the corresponding amendment to the Articles of Association a) authorization I: the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to issue bonds or profit-sharing rights of up to EUR 5,000,000,000, conferring convertible and/or option rights for shares of the Company, on or before 05 MAY 2014 shareholders shall be granted subscription except, for residual amounts, for the granting of such rights to other bondholders, and for the issue of bonds conferring convertible and/or option rights for shares of the company of up to 10% of the share capital if such bonds are issued at a price not materially below their theoretical market value shareholders' subscription rights shall also be excluded for the issue of profit-sharing rights and/or participating bonds without convertible or option rights with debenture like features, the Company's share capital shall be increased accordingly by up to EUR 175,000,000 through the issue of up to 175,000,000 new registered shares, insofar as convertible and/or option rights are exercised [contingent capital 2009 I]	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

9.B	<p>Resolution on the authorization to issue convertible and/or warrant bonds , profit-sharing rights and/or participating bonds, the creation of contingent capital, and the corresponding amendment to the Articles of Association b) authorization ii: the board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to issue bonds or profit-sharing rights of up to EUR 5,000,000,000, conferring convertible and/or option rights for shares of the company, on or before 05 May 2014, shareholders shall be granted subscription except, for residual amounts, for the granting of such rights to other bondholders, and for the issue of bonds conferring convertible and/or option rights for shares of the company of up to 10 pct. of the share capital if such bonds are issued at a price not materially below their theoretical market value, shareholders' subscription rights shall also be excluded for the issue o f profit-sharing rights and/or participating bonds without convertible or option rights with debenture-like features, the Company's share capital shall be increased accordingly by up to EUR 175,000,000 through the issue of up to 175,000,000 new registered shares, insofar as convertible and/or option rights are exercised [contingent capital 2009 II]</p>	Mgmt	For
10.	<p>Adjustment of the object of the Company and the corresponding amendment to the Articles of Association</p>	Mgmt	For
11.A	<p>Amendments to the Articles of Association in accordance with the implementation of the shareholders' rights act [ARUG] a) amendment to section 19[2]2 of the Articles of Association in respect of the Board of Directors being authorized to allow the audiovisual transmission of the shareholders' meeting</p>	Mgmt	For
11.B	<p>Amendments to the Articles of Association in accordance with the implementation of the shareholders' rights act [ARUG] b) amendment to section 20[1] of the Articles of Association in respect of proxy-voting instructions being issued in written or electronically in a manner defined by the Company</p>	Mgmt	For
11.C	<p>Amendments to the Articles of Association in accordance with the implementation of the shareholders' rights act [ARUG] c) amendment to section 18[2] of the Articles of Association in respect of shareholders being entitled to participate and vote at the shareholders' meeting if they register with the Company by the sixth day prior to the meeting</p>	Mgmt	For
12.	<p>Approval of the control and profit transfer agreement with the Company's wholly-owned subsidiary, E.ON Einundzwanzigste Verwaltungs GMBH, effective</p>	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

until at least 31 DEC 2013

- |     |   |      |     |
|-----|---|------|-----|
| 13. | Approval of the control and profit transfer agreement with the Company's wholly-owned subsidiary, E.On Zweiundzwanzigste Verwaltungs GmbH, effective until at least 31 DEC 2013 | Mgmt | For |
|-----|---|------|-----|

COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN THE MATERIAL URL SECTION OF THE APPLICATION. IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES AT THE COMPANYS MEETING.

Non-Voting      No vote

EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: EIX  
 ISIN: US2810201077

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR VANESSA C.L. CHANG FRANCE A. CORDOVA THEODORE F. CRAVER, JR. CHARLES B. CURTIS BRADFORD M. FREEMAN LUIS G. NOGALES RONALD L. OLSON JAMES M. ROSSER R.T. SCHLOSBERG III THOMAS C. SUTTON BRETT WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER SAY ON EXECUTIVE PAY.	Shr	For

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Ticker: EMR  
ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR A.A. BUSCH III* A.F. GOLDEN* H. GREEN* W.R. JOHNSON* J.B. MENZER* V.R. LOUCKS, JR.**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For Withheld
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
Meeting Type: Annual  
Meeting Date: 27-May-2009  
Ticker: XOM  
ISIN: US30231G1022

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN L.R. FAULKNER K.C. FRAZIER W.W. GEORGE R.C. KING M.C. NELSON S.J. PALMISANO S.S. REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 50)	Mgmt	For
03	CUMULATIVE VOTING (PAGE 51)	Shr	Against
04	SPECIAL SHAREHOLDER MEETINGS (PAGE 53)	Shr	For
05	INCORPORATE IN NORTH DAKOTA (PAGE 54)	Shr	Against
06	BOARD CHAIRMAN AND CEO (PAGE 55)	Shr	For
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Shr	For
08	EXECUTIVE COMPENSATION REPORT (PAGE 59)	Shr	Against
09	CORPORATE SPONSORSHIPS REPORT (PAGE 60)	Shr	Against

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

10	AMENDMENT OF EEO POLICY (PAGE 62)	Shr	Against
11	GREENHOUSE GAS EMISSIONS GOALS (PAGE 63)	Shr	Against
12	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 65)	Shr	Against
13	RENEWABLE ENERGY POLICY (PAGE 66)	Shr	Against

---

FIRSTENERGY CORP.

Agen

Security: 337932107  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: FE  
 ISIN: US3379321074

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PAUL T. ADDISON ANTHONY J. ALEXANDER MICHAEL J. ANDERSON DR. CAROL A. CARTWRIGHT WILLIAM T. COTTLE ROBERT B. HEISLER, JR. ERNEST J. NOVAK, JR. CATHERINE A. REIN GEORGE M. SMART WES M. TAYLOR JESSE T. WILLIAMS, SR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE	Shr	For
04	SHAREHOLDER PROPOSAL: REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING	Shr	For
05	SHAREHOLDER PROPOSAL: ESTABLISH SHAREHOLDER PROPONENT ENGAGEMENT PROCESS	Shr	For
06	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS	Shr	Against

---

FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Date: 07-May-2009  
 Ticker: FMS  
 ISIN: US3580291066

Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2008	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FINANCIAL YEAR 2009	Mgmt	For

### GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GD  
 ISIN: US3695501086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: N.D. CHABRAJA	Mgmt	For
1B	ELECTION OF DIRECTOR: J.S. CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: W.P. FRICKS	Mgmt	For
1D	ELECTION OF DIRECTOR: J.L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: G.A. JOULWAN	Mgmt	For
1F	ELECTION OF DIRECTOR: P.G. KAMINSKI	Mgmt	For
1G	ELECTION OF DIRECTOR: J.M. KEANE	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LUCAS	Mgmt	For
1I	ELECTION OF DIRECTOR: L.L. LYLES	Mgmt	For
1J	ELECTION OF DIRECTOR: J.C. REYES	Mgmt	For
1K	ELECTION OF DIRECTOR: R. WALMSLEY	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

02	APPROVAL OF GENERAL DYNAMICS 2009 EQUITY COMPENSATION PLAN	Mgmt	For
03	APPROVAL OF 2009 GENERAL DYNAMICS UNITED KINGDOM SHARE SAVE PLAN	Mgmt	For
04	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE	Shr	Against
06	SHAREHOLDER PROPOSAL WITH REGARD TO EXECUTIVE DEATH BENEFIT PAYMENTS	Shr	For

-----

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
Meeting Type: Annual  
Meeting Date: 22-Apr-2009  
Ticker: GE  
ISIN: US3696041033

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A2	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	Against
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A12	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	Against
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B	RATIFICATION OF KPMG	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

C1	CUMULATIVE VOTING	Shr	Against
C2	EXECUTIVE COMPENSATION ADVISORY VOTE	Shr	For
C3	INDEPENDENT STUDY REGARDING BREAKING UP GE	Shr	Against
C4	DIVIDEND POLICY	Shr	For
C5	SHAREHOLDER VOTE ON GOLDEN PARACHUTES	Shr	For

---

GENZYME CORPORATION

Agen

Security: 372917104  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: GENZ  
 ISIN: US3729171047

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME	Mgmt	For
1B	RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX	Mgmt	For
1C	RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER	Mgmt	For
1D	RE-ELECTION OF DIRECTOR: CHARLES L. COONEY	Mgmt	For
1E	RE-ELECTION OF DIRECTOR: VICTOR J. DZAU	Mgmt	For
1F	RE-ELECTION OF DIRECTOR: SENATOR CONNIE MACK III	Mgmt	For
1G	RE-ELECTION OF DIRECTOR: RICHARD F. SYRON	Mgmt	For
1H	RE-ELECTION OF DIRECTOR: HENRI A. TERMEER	Mgmt	For
02	A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN BY 2,500,000 SHARES.	Mgmt	For
03	A PROPOSAL TO APPROVE THE 2009 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

---

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Date: 06-May-2009  
 Ticker: GILD  
 ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PAUL BERG JOHN F. COGAN ETIENNE F. DAVIGNON JAMES M. DENNY CARLA A. HILLS JOHN W. MADIGAN JOHN C. MARTIN GORDON E. MOORE NICHOLAS G. MOORE RICHARD J. WHITLEY GAYLE E. WILSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	For

GLAXOSMITHKLINE PLC

Agen

Security: G3910J112  
 Meeting Type: AGM  
 Meeting Date: 20-May-2009  
 Ticker:  
 ISIN: GB0009252882

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive and adopt the Directors report and financial statements	Mgmt	For
2.	Approve the remuneration report	Mgmt	For
3.	Elect Mr. James Murdoch as a Director	Mgmt	For
4.	Elect Mr. Larry Culp as a Director	Mgmt	For
5.	Re-elect Sir. Crispin Davis as a Director	Mgmt	For
6.	Re-elect Dr. Moncef Slaoui as a Director	Mgmt	For
7.	Re-elect Mr. Tom de Swaan as a Director	Mgmt	For
8.	Re-appoint the Auditors	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

9.	Approve the remuneration of the Auditors	Mgmt	For
10.	Authorize the Company and its subsidiaries to make political donations to political organization and incur political expenditure	Mgmt	For
11.	Grant authority to allot shares	Mgmt	For
S.12	Approve the disapplication of pre-emption rights	Mgmt	For
S.13	Authorize the Company to purchase its own shares	Mgmt	For
14.	Approve the exemption from statement of Senior Statutory Auditors name	Mgmt	For
S.15	Approve the reduced notice of general meeting other than an AGM	Mgmt	For
16.	Adopt the GlaxoSmithKline GSK 2009 Performance Share Plan	Mgmt	For
17.	Adopt the GSK 2009 Share Option Plan	Mgmt	For
18.	Adopt the GSK 2009 Deferred Annual Bonus Plan	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE CUT-OFF. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No vote

-----  
GOLDCORP INC.

Agen

Security: 380956409  
Meeting Type: Annual  
Meeting Date: 22-May-2009  
Ticker: GG  
ISIN: CA3809564097

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR		
	IAN W. TELFER	Mgmt	For
	DOUGLAS M. HOLTBY	Mgmt	For
	CHARLES A. JEANNES	Mgmt	For
	JOHN P. BELL	Mgmt	For
	LAWRENCE I. BELL	Mgmt	For
	BEVERLEY A. BRISCOE	Mgmt	For
	PETER J. DEY	Mgmt	For
	P. RANDY REIFEL	Mgmt	For
	A. DAN ROVIG	Mgmt	For
	KENNETH F. WILLIAMSON	Mgmt	For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

AND AUTHORIZING THE DIRECTORS TO FIX THEIR  
REMUNERATION.

-----  
GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 07-May-2009  
Ticker: GOOG  
ISIN: US38259P5089  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ARTHUR D. LEVINSON ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 8,500,000.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM.	Shr	Against

-----  
HESS CORPORATION

Agen

Security: 42809H107  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: HES  
ISIN: US42809H1077  
-----

Prop.#	Proposal	Proposal	Proposal Vote
--------	----------	----------	---------------

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

		Type	
1	DIRECTOR J.B. HESS S.W. BODMAN R. LAVIZZO-MOUREY C.G. MATTHEWS E.H. VON METZSCH	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

-----  
HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
Meeting Type: Annual  
Meeting Date: 18-Mar-2009  
Ticker: HPQ  
ISIN: US4282361033  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. T. BABBIO, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: S. M. BALDAUF	Mgmt	For
1C	ELECTION OF DIRECTOR: R. L. GUPTA	Mgmt	For
1D	ELECTION OF DIRECTOR: J. H. HAMMERGREN	Mgmt	For
1E	ELECTION OF DIRECTOR: M. V. HURD	Mgmt	For
1F	ELECTION OF DIRECTOR: J. Z. HYATT	Mgmt	For
1G	ELECTION OF DIRECTOR: J. R. JOYCE	Mgmt	For
1H	ELECTION OF DIRECTOR: R. L. RYAN	Mgmt	For
1I	ELECTION OF DIRECTOR: L. S. SALHANY	Mgmt	For
1J	ELECTION OF DIRECTOR: G. K. THOMPSON	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2009.	Mgmt	For

-----  
HSBC HOLDINGS PLC, LONDON

Agen

Security: G4634U169  
Meeting Type: OGM  
Meeting Date: 19-Mar-2009

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Ticker:  
ISIN: GB0005405286

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Approve to increase the share capital from USD 7,500,100,000, GBP 401,500 and EUR 100,000 to USD 10,500,100,000, GBP 401,500 and EUR 100,000 by the creation of an additional 6,000,000,000 ordinary shares of USD 0.50 each in the capital of the Company forming a single class with the existing ordinary shares of USD 0.50 each in the capital of the Company	Mgmt	For
2.	Authorize the Directors, in substitution for any existing authority and for the purpose of Section 80 of the UK Companies Act 1985, [the Act] to allot relevant securities up to an aggregate nominal amount of USD2,530,200,000 in connection with the allotment of the new ordinary shares as specified pursuant to right issue[Authority expires at the conclusion of the AGM of the Company to be held in 2009]; and the Directors may allot relevant securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry	Mgmt	For
S.3	Authorize the Directors, subject to the passing of Resolution 2 and pursuant to Section 94 of the UK Companies Act 1985, [the Act] the subject of authority granted by Resolution 2 as if Section 89[1] of the Act displaying to any such allotment and in particular to make such allotments subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or securities represented by depository receipts or having regard to any restrictions, obligations or legal problems under the Laws of the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; [Authority expires the earlier of the conclusion of the AGM of the Company to be held in 2009]; and, authorize the Directors to allot equity securities in pursuance of such offers or agreement made prior to such expiry	Mgmt	For

PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE CUT-OFF. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting No vote

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: G4634U169  
 Meeting Type: AGM  
 Meeting Date: 22-May-2009  
 Ticker:  
 ISIN: GB0005405286

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the annual accounts and reports of the Directors and of the Auditor for the YE 31 DEC 2008	Mgmt	For
2.	Approve the Director's remuneration report for YE 31 DEC 2008	Mgmt	For
3.1	Re-elect Mr. S.A. Catz as a Director	Mgmt	For
3.2	Re-elect Mr. V.H.C Cheng as a Director	Mgmt	For
3.3	Re-elect Mr. M.K.T Cheung as a Director	Mgmt	For
3.4	Re-elect Mr. J.D. Coombe as a Director	Mgmt	For
3.5	Re-elect Mr. J.L. Duran as a Director	Mgmt	For
3.6	Re-elect Mr. R.A. Fairhead as a Director	Mgmt	For
3.7	Re-elect Mr. D.J. Flint as a Director	Mgmt	For
3.8	Re-elect Mr. A.A. Flockhart as a Director	Mgmt	For
3.9	Re-elect Mr. W.K. L. Fung as a Director	Mgmt	For
3.10	Re-elect Mr. M.F. Geoghegan as a Director	Mgmt	For
3.11	Re-elect Mr. S.K. Green as a Director	Mgmt	For
3.12	Re-elect Mr. S.T. Gulliver as a Director	Mgmt	For
3.13	Re-elect Mr. J.W.J. Hughes-Hallett as a Director	Mgmt	For
3.14	Re-elect Mr. W.S.H. Laidlaw as a Director	Mgmt	For
3.15	Re-elect Mr. J.R. Lomax as a Director	Mgmt	For
3.16	Re-elect Sir Mark Moody-Stuart as a Director	Mgmt	For
3.17	Re-elect Mr. G. Morgan as a Director	Mgmt	For
3.18	Re-elect Mr. N.R.N. Murthy as a Director	Mgmt	For
3.19	Re-elect Mr. S.M. Robertson as a Director	Mgmt	For
3.20	Re-elect Mr. J.L. Thornton as a Director	Mgmt	For
3.21	Re-elect Sir Brian Williamson as a Director	Mgmt	For
4.	Reappoint the Auditor at remuneration to be determined by the Group Audit Committee	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

5.	Authorize the Directors to allot shares	Mgmt	For
S.6	Approve to display pre-emption rights	Mgmt	For
7.	Authorize the Company to purchase its own ordinary shares	Mgmt	For
S.8	Adopt new Articles of Association with effect from 01 OCT 2009	Mgmt	For
S.9	Approve general meetings being called on 14 clear days' notice	Mgmt	For

IBERDROLA S.A.

Agen

Security: E6165F166  
 Meeting Type: OGM  
 Meeting Date: 20-Mar-2009  
 Ticker:  
 ISIN: ES0144580Y14

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT SHAREHOLDERS WHO PARTICIPATE IN ANY FORM AT THE OGM, WHETHER DIRECTLY, BY PROXY, OR BY LONG-DISTANCE VOTING, SHALL BE ENTITLED TO RECEIVE AN ATTENDANCE PREMIUM [0.005 EUROS GROSS PER SHARE]. THANK YOU.	Non-Voting	No vote
1.	Examination and approval, if applicable, of the individual Annual Financial Statements of IBERDROLA, S.A. (Balance Sheet, Profit and Loss Statement, Statement of Changes in Shareholders Equity, Statement of Cash Flows, and Notes), and of the consolidated financial statements of IBERDROLA, S.A. and its subsidiaries (Balance Sheet, Profit and Loss Statement, Statement of Changes in Shareholders Equity, Statement of Cash Flows, and Notes) for the fiscal year ended on 31 DEC 2008.	Mgmt	For
2.	Examination and approval, if applicable, of the proposal for the allocation of profits/losses and the distribution of dividends for the fiscal year ended on 31 DEC 2008	Mgmt	For
3.	Examination and approval, if applicable, of the individual management report of IBERDROLA, S.A. and of the consolidated management report of IBERDROLA, S.A. and its subsidiaries for the fiscal year ended on 31 DEC 2008	Mgmt	For
4.	Examination and approval, if applicable, of the management and actions of the Board of Directors during the fiscal year ended on 31	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

DEC 2008

- |    |  |      |     |
|----|--|------|-----|
| 5. | Re-election of the Auditor of the Company and of its Consolidated Group for fiscal year 2009   | Mgmt | For |
| 6. | Ratification of the interim appointment as Director of Ms. Samantha Barber to fill a vacancy, made after the holding of the last General Shareholders Meeting, with the status of external independent Director  | Mgmt | For |
| 7. | Authorization to the Board of Directors, with the express power of delegation, for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, up to a maximum of 5% percent of the share capital, pursuant to applicable law, for which purpose the authorization granted by the shareholders at the General Shareholders Meeting of 17 APR 2008 is hereby deprived of effect to the extent of the unused amount   | Mgmt | For |
| 8. | Delegation to the Board of Directors, with the express power of substitution, for a term of 5 years, of the power to issue: a) bonds or simple debentures and other fixed-income securities of a like nature (other than notes), as well as preferred stock, up to a maximum amount of 20 billion euros, and b) notes up to a maximum amount, independently of the foregoing, of 6 billion euros; and authorization for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries, for which purpose the delegation approved by the shareholders at the General Shareholders Meeting held on 17 APR 2008 is hereby deprived of effect to the extent of the unused amount  | Mgmt | For |
| 9. | Delegation to the Board of Directors, with the express power of substitution, for a term of 5 years, of the power to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company or of other companies within or outside of its Group, and warrants on newly-issued shares or outstanding shares of the Company or of other Companies within or outside of its Group, up to a maximum limit of 5 billion euros. Establishment of the standards for determining the basis for and terms and conditions applicable to the conversion, exchange or exercise. Delegation to the Board of Directors, with the express power of substitution, of the powers required to establish the basis for the terms and conditions applicable to the conversion, exchange or exercise, as well as, in the case of convertible debentures and bonds and warrants on newly-issued shares, of the power to increase share capital to the extent required to accommodate requests for the conversion of debentures or for the exercise of warrants, for which purpose the delegation | Mgmt | For |



Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

of powers approved under item six of the agenda for the General Shareholders' Meeting of 03 APR 2004 is deprived of effect

- |     |  |      |     |
|-----|--|------|-----|
| 10. | Authorization to the Board of Directors, with the express power of delegation, to apply for the listing on and delisting from Spanish or foreign, official or unofficial, organized or other secondary markets of the shares, debentures, bonds, notes, preferred stock or any other securities issued or to be issued, and to adopt such resolutions as may be necessary to ensure the continued listing of the shares, debentures or other securities of the Company that may then be outstanding, for which purpose the authorization granted by the shareholders at the General Shareholders Meeting of 17 APR 2008 is hereby deprived of effect | Mgmt | For |
| 11. | Authorization to the Board of Directors, with the express power of delegation, to create and fund Associations and Foundations, pursuant to applicable legal provisions, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 17 APR 2008 is hereby deprived of effect to the extent of the unused amount   | Mgmt | For |
| 12. | Amendment of the By-Laws: 12.1. Amendment of Articles 23, 28, 34, 36, 37, 38, 45, 46, 47 and 49 of Title II of the By-Laws. 12.2. Amendment of Articles 57 and 58 of Title IV of the By-Laws   | Mgmt | For |
| 13. | Amendment of the Regulations of the General Shareholders Meeting and approval, if applicable, of a newly-restated text of the Regulations of the General Shareholders' Meeting   | Mgmt | For |
| 14. | Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made   | Mgmt | For |

-----  
ILLINOIS TOOL WORKS INC.

-----  
Agen

Security: 452308109  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: ITW  
ISIN: US4523081093  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	------------------	---------------

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1A	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER	Mgmt	For
1B	ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD	Mgmt	For
1C	ELECTION OF DIRECTOR: SUSAN CROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: DON H. DAVIS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK	Mgmt	For
1F	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
1H	ELECTION OF DIRECTOR: HAROLD B. SMITH	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
1J	ELECTION OF DIRECTOR: PAMELA B. STROBEL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, URGING THE BOARD OF DIRECTORS TO SEEK STOCKHOLDER APPROVAL OF ANY FUTURE EXTRAORDINARY RETIREMENT BENEFITS FOR SENIOR EXECUTIVES.	Shr	For

---

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: IBM  
ISIN: US4592001014

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: C. BLACK	Mgmt	For
1C	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1D	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1E	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1F	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: T. NISHIMURO	Mgmt	For
1H	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1I	ELECTION OF DIRECTOR: S.J. PALMISANO	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1J	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1K	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1L	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162 (M) OF THE INTERNAL REVENUE CODE	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION AND PENSION INCOME	Shr	For
06	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 INVESCO LTD

Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: IVZ  
 ISIN: BMG491BT1088

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARTIN L. FLANAGAN	Mgmt	For
1B	ELECTION OF DIRECTOR: BEN F. JOHNSON, III	Mgmt	For
1C	ELECTION OF DIRECTOR: J. THOMAS PRESBY, CPA	Mgmt	For
2	TO APPOINT ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009	Mgmt	For

-----  
 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: JNJ  
 ISIN: US4781601046

Prop.#	Proposal	Proposal	Proposal Vote
--------	----------	----------	---------------

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

		Type	
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ARNOLD G. LANGBO	Mgmt	For
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE	Shr	For

-----  
JOHNSON CONTROLS, INC.

-----  
Agen

Security: 478366107  
Meeting Type: Annual  
Meeting Date: 21-Jan-2009  
Ticker: JCI  
ISIN: US4783661071  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DENNIS W. ARCHER RICHARD GOODMAN SOUTHWOOD J. MORCOTT	Mgmt Mgmt Mgmt	Withheld For For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
03	PROPOSAL REGARDING SURVIVOR BENEFITS.	Shr	For

-----  
JPMORGAN CHASE & CO.

-----  
Agen

Security: 46625H100  
-----

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: JPM  
 ISIN: US46625H1005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	GOVERNMENTAL SERVICE REPORT	Shr	Against
05	CUMULATIVE VOTING	Shr	Against
06	SPECIAL SHAREOWNER MEETINGS	Shr	For
07	CREDIT CARD LENDING PRACTICES	Shr	Against
08	CHANGES TO KEPP	Shr	For
09	SHARE RETENTION	Shr	For
10	CARBON PRINCIPLES REPORT	Shr	Against

KB HOME

Agen

Security: 48666K109  
 Meeting Type: Annual  
 Meeting Date: 02-Apr-2009  
 Ticker: KBH  
 ISIN: US48666K1097

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B	ELECTION OF DIRECTOR: TIMOTHY W. FINCHEM	Mgmt	For
1C	ELECTION OF DIRECTOR: KENNETH M. JASTROW, II	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: MELISSA LORA	Mgmt	For
1F	ELECTION OF DIRECTOR: MICHAEL G. MCCAFFERY	Mgmt	For
1G	ELECTION OF DIRECTOR: JEFFREY T. MEZGER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS KB HOME'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	PROPOSAL TO ADOPT THE PROTECTIVE AMENDMENT TO KB HOME'S RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
04	PROPOSAL TO APPROVE THE SUCCESSOR RIGHTS PLAN	Mgmt	For
05	TO APPROVE THE ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS	Mgmt	For
06	STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION	Shr	For
07	STOCKHOLDER PROPOSAL RELATING TO AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Shr	For
08	STOCKHOLDER PROPOSAL RELATING TO HEALTH CARE REFORM PRINCIPLES	Shr	Against

-----  
 LENNAR CORPORATION

Agen

-----  
 Security: 526057104  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2009  
 Ticker: LEN  
 ISIN: US5260571048  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	IRVING BOLOTIN	Mgmt	For
	STEVEN L. GERARD	Mgmt	For
	SHERRILL W. HUDSON	Mgmt	For
	R. KIRK LANDON	Mgmt	For
	SIDNEY LAPIDUS	Mgmt	For
	STUART A. MILLER	Mgmt	For
	DONNA E. SHALALA	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	JEFFREY SONNENFELD	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	PROPOSAL TO APPROVE AMENDMENTS TO THE COMPANY'S 2007 EQUITY INCENTIVE PLAN.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING THE COMPANY'S BUILDING PRACTICES.	Shr	Against

---

### MASTERCARD INCORPORATED

Agen

Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2009  
 Ticker: MA  
 ISIN: US57636Q1040

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD HAYTHORNTHWAITE DAVID R. CARLUCCI ROBERT W. SELANDER	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF AMENDMENT OF SECTIONS 6.1(A) AND 6.4(B) OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2009	Mgmt	For

---

### MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: MCD  
 ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Mgmt	For
1B	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1D	ELECTION OF DIRECTOR: ANDREW J. MCKENNA	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
03	APPROVAL OF PERFORMANCE GOALS FOR CERTAIN QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE MCDONALD'S CORPORATION AMENDED AND RESTATED 2001 OMNIBUS STOCK OWNERSHIP PLAN.	Mgmt	For
04	APPROVAL OF MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN.	Mgmt	For
05	SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.	Shr	Against

-----  
 MEDTRONIC, INC.

Agen

-----  
 Security: 585055106  
 Meeting Type: Annual  
 Meeting Date: 21-Aug-2008  
 Ticker: MDT  
 ISIN: US5850551061  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR VICTOR J. DZAU, M.D. WILLIAM A. HAWKINS SHIRLEY A. JACKSON, PHD DENISE M. O'LEARY JEAN-PIERRE ROSSO JACK W. SCHULER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO APPROVE THE MEDTRONIC, INC. 2008 STOCK AWARD AND INCENTIVE PLAN.	Mgmt	For

-----  
 MERCK & CO., INC.

Agen

-----  
 Security: 589331107  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: MRK  
 -----



# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

ISIN: US5893311077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS R. CECH, PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Mgmt	For
1I	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1J	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Mgmt	For
1L	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1M	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Mgmt	For
1N	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1O	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For
03	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE SIZE OF THE BOARD TO NO MORE THAN 18 DIRECTORS	Mgmt	For
04	STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shr	For
05	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT LEAD DIRECTOR	Shr	Against
06	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

METLIFE, INC.

Agen

Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Ticker: MET  
ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. ROBERT HENRIKSON JOHN M. KEANE CATHERINE R. KINNEY HUGH B. PRICE KENTON J. SICCHITANO	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	REAPPROVAL OF THE METLIFE, INC. 2005 STOCK AND INCENTIVE COMPENSATION PLAN	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2009	Mgmt	For

MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2008  
Ticker: MSFT  
ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
02	ELECTION OF DIRECTOR: JAMES I. CASH JR.	Mgmt	For
03	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
04	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
05	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
06	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	APPROVAL OF MATERIAL TERMS OF PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN.	Mgmt	For
11	APPROVAL OF AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

13	SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.	Shr	Against
14	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
15	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS.	Shr	Against

---

NESTLE S.A.

Agen

Security: 641069406  
Meeting Type: Annual  
Meeting Date: 23-Apr-2009  
Ticker: NSRGY  
ISIN: US6410694060

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	APPROVAL OF THE 2008 ANNUAL REPORT, FINANCIAL STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FINANCIAL STATEMENTS OF THE NESTLE GROUP.*	Mgmt	For
1B	ACCEPTANCE OF THE 2008 COMPENSATION REPORT (NON-BINDING ADVISORY VOTE).	Mgmt	For
02	RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.	Mgmt	For
03	APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2008.	Mgmt	For
4A1	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. DANIEL BOREL	Mgmt	For
4A2	RE-ELECTION TO THE BOARD OF DIRECTORS: MS. CAROLINA MULLER-MOHL	Mgmt	For
4B	ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).	Mgmt	For
05	CAPITAL REDUCTION (BY CANCELLATION OF SHARES).	Mgmt	For
06	MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN	Mgmt	Against

---

NESTLE SA, CHAM UND VEVEY

Agen

Security: H57312649

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: OGM  
 Meeting Date: 23-Apr-2009  
 Ticker:  
 ISIN: CH0038863350

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
1.	TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RECORD DATE. PLEASE ADVISE US NOW IF YOU INTEND TO VOTE. NOTE THAT THE COMPANY REGISTRAR HAS DISCRETION OVER GRANTING VOTING RIGHTS. ONCE THE AGENDA IS AVAILABLE, A SECOND NOTIFICATION WILL BE ISSUED REQUESTING YOUR VOTING INSTRUCTIONS	Registration	No Action
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN CUT-OFF DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No Action

NESTLE SA, CHAM UND VEVEY

Agen

Security: H57312649  
 Meeting Type: AGM  
 Meeting Date: 23-Apr-2009  
 Ticker:  
 ISIN: CH0038863350

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 525807, INCLUDING THE AGENDA. TO BE ELIGIBLE TO VOTE AT THE UPCOMING MEETING, YOUR SHARES MUST BE RE-REGISTERED FOR THIS MEETING. IN ADDITION, YOUR NAME MAY BE PROVIDED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER. PLEASE CONTACT YOUR GLOBAL CUSTODIAN OR YOUR CLIENT SERVICE REPRESENTATIVE IF YOU HAVE ANY QUESTIONS OR TO FIND OUT WHETHER YOUR SHARES HAVE BEEN RE-REGISTERED FOR THIS MEETING. THANK YOU.	Non-Voting	No Action

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1.1	Receive the 2008 annual report, financial statements of Nestle SA and consolidated financial statements of the Nestle Group, reports of the statutory Auditors	Mgmt	No Action
1.2	Receive the 2008 compensation report	Mgmt	No Action
2.	Approve to release the Members of the Board of Directors and the Management	Mgmt	No Action
3.	Approve the appropriation of profits resulting from the balance sheet of Nestle S.A. and Dividends of CHF 1.40 per share	Mgmt	No Action
4.1.1	Re-elect Mr. Daniel Borel to the Board of Directors	Mgmt	No Action
4.1.2	Re-elect Mrs. Carolina Mueller Mohl to the Board of Directors	Mgmt	No Action
4.2	Elect KPMG S.A., Geneva branch as the Statutory Auditor for a term of 1 year	Mgmt	No Action
5.	Approve to cancel 180,000,000 repurchased under the Share Buy-back Programme launched on 24 AUG 2007 and reduce the share capital by CHF 18,000,000	Mgmt	No Action

-----  
 NOKIA CORPORATION

Agen

-----  
 Security: 654902204  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: NOK  
 ISIN: US6549022043  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
07	ADOPTION OF THE ANNUAL ACCOUNTS.	Mgmt	For
08	RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND.	Mgmt	For
09	RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT FROM LIABILITY.	Mgmt	For
10	RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Mgmt	For
11	RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS.	Mgmt	For
12	DIRECTOR GEORG EHRNROOTH LALITA D. GUPTA BENGT HOLMSTROM	Mgmt Mgmt Mgmt	For For For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	HENNING KAGERMANN	Mgmt	For
	OLLI-PEKKA KALLASVUO	Mgmt	For
	PER KARLSSON	Mgmt	For
	JORMA OLLILA	Mgmt	For
	MARJORIE SCARDINO	Mgmt	For
	RISTO SIILASMAA	Mgmt	For
	KEIJO SUILA	Mgmt	For
	ISABEL MAREY-SEMPER	Mgmt	For
13	RESOLUTION ON THE REMUNERATION OF THE AUDITOR.	Mgmt	For
14	ELECTION OF AUDITOR.	Mgmt	For
15	AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE THE COMPANY'S OWN SHARES.	Mgmt	For
17	MARK THE "FOR" BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO LEENA SIIRALA OR ESA NIINIMAKI, BOTH LEGAL COUNSELS OF NOKIA CORPORATION, TO VOTE, IN THEIR DISCRETION, ON YOUR BEHALF ONLY UPON ITEM 17.	Mgmt	Against

-----  
 NORTHERN TRUST CORPORATION

Agen

-----  
 Security: 665859104  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: NTRS  
 ISIN: US6658591044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LINDA WALKER BYNOE NICHOLAS D. CHABRAJA SUSAN CROWN DIPAK C. JAIN ARTHUR L. KELLY ROBERT C. MCCORMACK EDWARD J. MOONEY WILLIAM A. OSBORN JOHN W. ROWE HAROLD B. SMITH WILLIAM D. SMITHBURG ENRIQUE J. SOSA CHARLES A. TRIBBETT III FREDERICK H. WADDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	ADOPTION OF THE PROPOSAL RELATING TO AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

NOVARTIS AG

Agen

Security: H5820Q150  
 Meeting Type: AGM  
 Meeting Date: 24-Feb-2009  
 Ticker:  
 ISIN: CH0012005267

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
1.	TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RECORD DATE. PLEASE ADVISE US NOW IF YOU INTEND TO VOTE. NOTE THAT THE COMPANY REGISTRAR HAS DISCRETION OVER GRANTING VOTING RIGHTS. ONCE THE AGENDA IS AVAILABLE, A SECOND NOTIFICATION WILL BE ISSUED REQUESTING YOUR VOTING INSTRUCTIONS	Registration	No Action

NOVARTIS AG

Agen

Security: H5820Q150  
 Meeting Type: AGM  
 Meeting Date: 24-Feb-2009  
 Ticker:  
 ISIN: CH0012005267

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 524714, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	No Action
1.	Approve the annual report, the financial statements	Mgmt	No Action

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	of Novartis AG and the Group Consolidated financial statements for the business year 2008		
2.	Grant discharge from liability of the Members of the Board of Directors and the Executive Committee for their activities during the business year 2008	Mgmt	No Action
3.	Approve the available earnings of Novartis AG as per balance sheets and declaration of dividend as specified and the total dividend payment of CHF 4,906,210,030 is equivalent to a gross dividend of CHF 2.00 per registered share of CHF 0.50 nominal value entitled to dividends, assuming that this proposal by the Board of Directors for the earnings appropriation is approved, payment will be made with effect from 27 FEB 2009	Mgmt	No Action
4.	Approve to cancel 6,000,000 shares repurchased under the 6th share repurchase program and to reduce the share capital accordingly by CHF 3,000,000 from CHF 1,321,811,500 to CHF 1,318,811,500; and amend Article 4 of the Articles of Incorporation as specified	Mgmt	No Action
5.1	Amend Articles 18 and 25 of the Articles of Incorporation as specified	Mgmt	No Action
5.2	Amend Article 2 of the Articles of Incorporation as specified	Mgmt	No Action
5.3	Amend Article 28 of the Articles of Incorporation as specified	Mgmt	No Action
6.1	At this AGM, Prof. Peter Burckhardt M.D. is resigning from the Board of Directors, having reached the age limit, at his own wish and Prof. William W. George is also resigning from the Board of Directors	Non-Voting	No Action
6.2.A	Re-elect Prof. Srikant M. Datar Ph.D, for a 3 year term	Mgmt	No Action
6.2.B	Re-elect Mr. Andreas Von Planta Ph.D, for a 3 year term	Mgmt	No Action
6.2.C	Re-elect Dr.-Ing. Wendelin Wiedeking, for a 3 year term	Mgmt	No Action
6.2.D	Re-elect Prof. Rolf. M. Zinkernagel M.D, for a 3 year term	Mgmt	No Action
6.3	Elect Prof. William Brody, M.D, Ph.D for a 3 year term	Mgmt	No Action
7.	Appoint PricewaterhouseCoopers AG, as the Auditors of Novartis AG, for a further year	Mgmt	No Action
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN BLOCKING JOB. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY	Non-Voting	No Action



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

NVR, INC.

Agen

Security: 62944T105  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: NVR  
 ISIN: US62944T1051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM A. MORAN	Mgmt	For
1C	ELECTION OF DIRECTOR: ALFRED E. FESTA	Mgmt	For
1D	ELECTION OF DIRECTOR: W. GRADY ROSIER	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL TO IMPOSE A REQUIREMENT THAT OUR NAMED EXECUTIVE OFFICERS HOLD CERTAIN SHARES ACQUIRED BY THEM UNDER OUR COMPENSATION PLANS UNTIL TWO YEARS AFTER TERMINATION.	Shr	For

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 01-May-2009  
 Ticker: OXY  
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B	ELECTION OF DIRECTOR: RONALD W. BURKLE	Mgmt	Against
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	Against
1F	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1G	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1H	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	Against
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
04	REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.	Shr	Against

-----  
 ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 10-Oct-2008  
 Ticker: ORCL  
 ISIN: US68389X1054  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY O. HENLEY LAWRENCE J. ELLISON DONALD L. LUCAS MICHAEL J. BOSKIN JACK F. KEMP JEFFREY S. BERG SAFRA A. CATZ HECTOR GARCIA-MOLINA H. RAYMOND BINGHAM CHARLES E. PHILLIPS, JR NAOMI O. SELIGMAN GEORGE H. CONRADES BRUCE R. CHIZEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For Withheld For Withheld For For Withheld For For
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2009 EXECUTIVE BONUS PLAN.	Mgmt	For
03	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2009.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

-----  
 PEPSICO, INC.  
 -----

Agen

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: PEP  
 ISIN: US7134481081  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.L. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1D	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1E	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	Against
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	For
1M	ELECTION OF DIRECTOR: M.D. WHITE	Mgmt	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	APPROVAL OF PEPSICO, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN	Mgmt	For
04	SHAREHOLDER PROPOSAL - BEVERAGE CONTAINER RECYCLING (PROXY STATEMENT P. 59)	Shr	Against
05	SHAREHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS REPORT (PROXY STATEMENT P. 61)	Shr	Against
06	SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS REPORT (PROXY STATEMENT P. 63)	Shr	Against
07	SHAREHOLDER PROPOSAL - ADVISORY VOTE ON COMPENSATION (PROXY STATEMENT P. 64)	Shr	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

-----  
 PFIZER INC.  
 -----

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: PFE  
 ISIN: US7170811035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Mgmt	For
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Mgmt	For
1J	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1K	ELECTION OF DIRECTOR: DANA G. MEAD	Mgmt	For
1L	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO APPROVE THE PFIZER INC. 2004 STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

-----  
 PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: PM  
 ISIN: US7181721090  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1F	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	Against
1G	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1H	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1I	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3	APPROVAL OF ELIGIBILITY, BUSINESS CRITERIA FOR AWARDS AND AWARD LIMITS UNDER THE PMI 2008 PERFORMANCE INCENTIVE PLAN.	Mgmt	For

-----  
 PHILIPS ELECTRS N V

Agen

Security: N6817P109  
 Meeting Type: AGM  
 Meeting Date: 27-Mar-2009  
 Ticker:  
 ISIN: NL0000009538  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
2.a	Adoption of the 2008 financial statements.	Mgmt	No Action
2.c	Adoption of the distribution to shareholders of EUR 0.70 per common share against the retained earnings.	Mgmt	No Action
2.d	Discharge of the responsibilities of the members of the Board of Management.	Mgmt	No Action

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

2.e	Discharge of the responsibilities of the members of the Supervisory Board.	Mgmt	No Action
3	Re-appointment of Mr P-J. Sivignon as member of the Board of Management.	Mgmt	No Action
4.a	Re-appointment of Mr. J.J. Schiro as member of the Supervisory Board.	Mgmt	No Action
4.b	Appointment of Mr. J. van der Veer as member of the Supervisory Board.	Mgmt	No Action
4.c	Appointment of Ms. C.A. Poon as member of the Supervisory Board.	Mgmt	No Action
5.	Amendment of the Long-Term Incentive Plan.	Mgmt	No Action
6.a	Authorization of the Board of Management to issue or grant rights to acquire shares.	Mgmt	No Action
6.b	Authorization of the Board of Management to restrict or exclude pre-emption rights.	Mgmt	No Action
7.	Authorization of the Board of Management to acquire shares in the Company.	Mgmt	No Action

-----  
PRUDENTIAL PLC, LONDON

Agen

-----  
Security: G72899100  
Meeting Type: AGM  
Meeting Date: 14-May-2009  
Ticker:  
ISIN: GB0007099541  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the Directors' Report and the Financial Statements	Mgmt	For
2.	Approve the Directors remuneration report	Mgmt	For
3.	Elect MR. H. M. McGrath as a Director	Mgmt	For
4.	Re-elect Mr. M. E. Tucker as a Director	Mgmt	For
5.	Re-elect Mr. M. G. A. McLintock as a Director	Mgmt	For
6.	Re-elect Mr. N. E. T. Prettejohn as a director	Mgmt	For
7.	Re-appoint KPMG Audit Plc as Auditor	Mgmt	For
8.	Authorize the Directors to determine the amount of the Auditors remuneration	Mgmt	For
9.	Declare a final dividend of 12.91 pence per	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	ordinary share of the Company		
10.	Approve the renewal of authority to allot ordinary shares	Mgmt	For
11.	Approve the additional authority to allot ordinary shares for rights issues	Mgmt	For
12.	Approve the renewal of authority to allot preference	Mgmt	For
S.13	Approve the renewal of authority for disapplication of pre-emption rights	Mgmt	For
S.14	Approve the renewal of authority for purchase of own shares	Mgmt	For
S.15	Amendments the Articles of Association Companies Act 2006	Mgmt	For
S.16	Approve the notice for general meeting	Mgmt	For

---

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
Meeting Type: Annual  
Meeting Date: 21-Apr-2009  
Ticker: PEG  
ISIN: US7445731067

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALBERT R. GAMPER, JR. CONRAD K. HARPER SHIRLEY ANN JACKSON DAVID LILLEY THOMAS A. RENYI HAK CHEOL SHIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2009.	Mgmt	For

---

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
Meeting Type: Annual  
Meeting Date: 03-Mar-2009  
Ticker: QCOM  
ISIN: US7475251036

---

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES MARC I. STERN BRENT SCOWCROFT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 27, 2009.	Mgmt	For

-----  
 RAYTHEON COMPANY

Agen

Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: RTN  
 ISIN: US7551115071  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: VERNON E. CLARK	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Mgmt	For
1C	ELECTION OF DIRECTOR: FREDERIC M. POSES	Mgmt	Against
1D	ELECTION OF DIRECTOR: MICHAEL C. RUETTIGERS	Mgmt	For
1E	ELECTION OF DIRECTOR: RONALD L. SKATES	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM R. SPIVEY	Mgmt	Against
1G	ELECTION OF DIRECTOR: LINDA G. STUNTZ	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS	Shr	For



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

05	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF HEALTH CARE REFORM PRINCIPLES	Shr	Against
07	STOCKHOLDER PROPOSAL REGARDING SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS	Shr	For

-----  
 RESEARCH IN MOTION LIMITED

Agen

Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 15-Jul-2008  
 Ticker: RIMM  
 ISIN: CA7609751028  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	THE ELECTION OF DIRECTORS REFERRED TO IN THE MANAGEMENT INFORMATION CIRCULAR OF THE COMPANY DATED MAY 28, 2008, NAMELY JAMES BALSILLIE, MIKE LAZARIDIS, JAMES ESTILL, DAVID KERR, ROGER MARTIN, JOHN RICHARDSON, BARBARA STYMIEST AND JOHN WETMORE.	Mgmt	For
02	THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For

-----  
 RESEARCH IN MOTION LTD

Agen

Security: 760975102  
 Meeting Type: AGM  
 Meeting Date: 15-Jul-2008  
 Ticker:  
 ISIN: CA7609751028  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Elect the Messrs. James Balsillie, Mike Lazaridis, James Estill, David Kerr, Roger Martin, John Richardson, Barbara Stymiest and John Wetmore as the Directors, as specified	Mgmt	For
2.	Re-appoint Ernst & Young LLP as the Independent Auditors of the Company and authorize the Directors to fix their remuneration	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

-----  
 ROYAL DUTCH SHELL PLC

Agen

-----  
 Security: G7690A118  
 Meeting Type: AGM  
 Meeting Date: 19-May-2009  
 Ticker:  
 ISIN: GB00B03MM408  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Adopt the annual report and accounts	Mgmt	For
2.	Approve the remuneration report	Mgmt	Against
3.	Appoint Mr. Simon Henry as a Director	Mgmt	For
4.	Re-appoint Mr. Lord Kerr of Kinlochard as a Director	Mgmt	For
5.	Re-appoint Mr. Wim Kok as a Director	Mgmt	For
6.	Re-appoint Mr. Nick Land as a Director	Mgmt	For
7.	Re-appoint Mr. Jorma Ollila as a Director	Mgmt	For
8.	Re-appoint Mr. Jeroen ven der Veer as a Director	Mgmt	For
9.	Re-appoint Mr. Hans Wijers as a Director	Mgmt	For
10.	Re-appoint PricewaterhouseCoopers LLP as the Auditors of the Company	Mgmt	For
11.	Approve the remuneration of the Auditors	Mgmt	For
12.	Grant authority for the issue of equity or equity-linked securities with pre-emptive rights up to aggregate nominal amount of EUR 145 million	Mgmt	For
S.13	Grant authority, subject to the previous resolution being passed, for the issue of equity or equity-linked securities without pre-emptive rights up to aggregate nominal amount of EUR 21 million	Mgmt	For
S.14	Grant authority to purchase 624 million ordinary shares for Market Purchase	Mgmt	For
15.	Authorize the Company and its Subsidiaries to make EU Political Donations to Political Organizations other than Political Parties up to GBP 200,000 and to incur EU Political Expenditure up to GBP 200,000	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR NAME. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No vote

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

RWE AG, ESSEN

Agen

Security: D6629K109  
 Meeting Type: AGM  
 Meeting Date: 22-Apr-2009  
 Ticker:  
 ISIN: DE0007037129

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 01 APR 2008, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU	Non-Voting	No vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU	Non-Voting	No vote
1.	Presentation of the approved financial statements of RWE Aktiengesellschaft and the Group for the financial year ended 31 DEC 2008 with the combined Review of Operations of RWE Aktiengesellschaft and the Group including the statement by the Executive Board on takeover-related issues, the proposal of the Executive Board for the appropriation of distributable profit, and the Supervisory Board report for fiscal 2008	Non-Voting	No vote
2.	Resolution on the appropriation of the distributable profit of EUR 2,408,107,789.25 as follows: Payment of a dividend of EUR 4.50 per no-par share EUR 20,000,417.75 shall be carried forward Ex-dividend and payable date: 23 APR 2009	Mgmt	For
3.	Approval of the acts of the executive Board for fiscal 2008	Mgmt	For
4.	Approval of the acts of the Supervisory Board for fiscal 2008	Mgmt	For
5.	Appointment of the Auditors for the 2009 FY: PricewaterhouseCoopers AG, Frankfurt	Mgmt	For
6.	Appointment of the Auditors for the abbreviation 2009 FY: PricewaterhouseCoopers AG, Frankfurt	Mgmt	For
7.	Authorization to acquire own shares the Company	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

shall be authorized to acquire own shares of up to 10% of its share capital through the stock exchange, at a price not deviating more than 10% from the market price of the shares, or by way of a public repurchase offer to all shareholders, at a price not deviating more than 20% from the market price of the shares, on or before October 21, 2010. The existing authorization to acquire own shares shall be revoked when the above authorization comes into effect. The Board of Managing Directors shall be authorized to dispose of the shares in a manner other than through the stock exchange or by way of a public offer to all shareholders against payment in cash at a price not materially below the market price of the shares, to retire the shares and to exclude shareholders. subscription rights in connection with mergers and acquisitions, and for the satisfaction of conversion and/or option rights

- |     |   |      |     |
|-----|---|------|-----|
| 8.  | Authorization for the use of derivative financial instruments within the scope of share buybacks  | Mgmt | For |
| 9.  | Authorization I to grant convertible bonds and warrants, the creation of a contingent capital I, and the correspondence amendment to the Article of Association the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to issue bonds of up to EUR 6,000,000,000, conferring convertible rights for bearer shares of the Company, on or before 21 APR 2014, shareholders shall be granted subscription rights except for residual amounts and for the satisfaction of convertible and/or option rights, the Company's share capital shall be increased accordingly by up to EUR 143,975,680 through the issue of up to 56,240,500 bearer no-par shares, insofar as convertible and/or option rights are exercised    | Mgmt | For |
| 10. | Authorization II to grant convertible bonds and warrants, the creation of a contingent capital II, and the correspondence amendment to the Article of Association, the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to issue bonds of up to EUR 6,000,000,000, conferring convertible rights for bearer shares of the Company, on or before 21 APR 2014, shareholders shall be granted subscription rights except for residual amounts and for the satisfaction of convertible and/or option rights, the Company's share capital shall be increased accordingly by up to EUR 143,975,680 through the issue of up to 56,240,500 bearer no-par shares, insofar as convertible and/or option rights are exercised | Mgmt | For |
| 11. | Amendment to the Article of Association Section 15[3], in respect of the Board of Managing Directors being authorized to allow the electronic transmission of the shareholders meeting Section  | Mgmt | For |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

17[2] shall be deleted, The above amendments shall only be entered into the commercial register if and when the ARUG comes into effect

12. Amendment to Article 16, Paragraph [3] of the Articles of Incorporation [Adoption of a resolution]	Mgmt	For
--	------	-----

-----  
SANOFI-AVENTIS

Agen

-----  
 Security: F5548N101  
 Meeting Type: OGM  
 Meeting Date: 17-Apr-2009  
 Ticker:  
 ISIN: FR0000120578  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU.	Non-Voting	No vote
0.1	Approve the financial statements and statutory reports	Mgmt	For
0.2	Receive the consolidated financial statements and statutory reports	Mgmt	For
0.3	Approve the allocation of income and dividends of EUR 2.20 per share	Mgmt	For
0.4	Ratify the appointment of Mr. Chris Viehbacher as a Director	Mgmt	For
0.5	Approve the Auditors' special report regarding related-party transactions	Mgmt	Against

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

O.6	Approve the transaction with Mr. Chris Viehbacher regarding Severance Payments	Mgmt	Against
O.7	Grant authority for the repurchase of up to 10% of issued share capital	Mgmt	For
E.8	Grant authority for the issuance of equity or equity-linked securities with preemptive rights up to aggregate nominal amount of EUR 1.3 billion	Mgmt	For
E.9	Grant authority for the issuance of equity or equity-linked securities without preemptive rights up to aggregate nominal amount of EUR 500 million	Mgmt	For
E.10	Grant authority for the capital increase of up to 10% of issued capital for future acquisitions	Mgmt	For
E.11	Authorize the Board to increase capital in the event of additional demand related to delegation submitted to shareholder vote above	Mgmt	For
E.12	Grant authority for the capitalization of reserves of up to EUR 500 million for bonus issue or increase in par value	Mgmt	For
E.13	Approve the Employee Stock Purchase Plan	Mgmt	For
E.14	Grant authority for the use of up to 2.5% of issued capital in the Stock Option Plan	Mgmt	Against
E.15	Grant authority for the use of up to 1.0% of issued capital in the Restricted Stock Plan	Mgmt	Against
E.16	Approve the reduction in share capital via cancellation of repurchased shares	Mgmt	For
E.17	Amend Article 15 of the Bylaws regarding the Audit Committee	Mgmt	For
E.18	Grant authority for the filing of required documents/other formalities	Mgmt	For

-----  
 SCHERING-PLOUGH CORPORATION

Agen

Security: 806605101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2009  
 Ticker: SGP  
 ISIN: US8066051017

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR THOMAS J. COLLIGAN FRED HASSAN	Mgmt Mgmt	For For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	C. ROBERT KIDDER	Mgmt	For
	EUGENE R. MCGRATH	Mgmt	For
	ANTONIO M. PEREZ	Mgmt	For
	PATRICIA F. RUSSO	Mgmt	For
	JACK L. STAHL	Mgmt	For
	CRAIG B. THOMPSON, M.D.	Mgmt	For
	KATHRYN C. TURNER	Mgmt	For
	ROBERT F.W. VAN OORDT	Mgmt	For
	ARTHUR F. WEINBACH	Mgmt	For
02	RATIFY THE DESIGNATION OF DELOITTE & TOUCHE LLP AS AUDITOR FOR 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL RE CUMULATIVE VOTING.	Shr	Against
04	SHAREHOLDER PROPOSAL RE CALLING SPECIAL MEETING.	Shr	For

-----  
 SIEMENS AG, MUENCHEN

Agen

-----  
 Security: D69671218  
 Meeting Type: AGM  
 Meeting Date: 27-Jan-2009  
 Ticker:  
 ISIN: DE0007236101  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU	Non-Voting	No vote
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
1.	Presentation of the report of the Supervisory Board, the corporate governance and compensation report, and the compliance report for the 2007/2008 FY	Non-Voting	No vote
2.	Presentation of the Company and group financial statements and annual reports for the 2007/2008 FY with the report pursuant to Sections 289(4) and 315(4) of the German Commercial Code	Non-Voting	No vote
3.	Resolution on the appropriation of the distributable profit of EUR 1,462,725,473.60 as follows: Payment of a dividend of EUR 1.60 per entitled	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

share Ex-dividend and payable date: 28 JAN  
2009

4.1.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Rudi Lamprecht [Postponement]	Mgmt	For
4.2.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Juergen Radomski [Postponement]	Mgmt	For
4.3.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Uriel J. Sharef [Postponement]	Mgmt	For
4.4.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Klaus Wucherer [Postponement]	Mgmt	For
4.5.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Peter Loescher	Mgmt	For
4.6.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Wolfgang Dehen	Mgmt	For
4.7.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Heinrich Hiesinger	Mgmt	For
4.8.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Joe Kaeser	Mgmt	For
4.9.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Eduardo Montes	Mgmt	For
4.10.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Jim Reid-Anderson	Mgmt	For
4.11.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Erich R. Reinhardt	Mgmt	For
4.12.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Hermann Requardt	Mgmt	For
4.13.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Siegfried Russwurm	Mgmt	For
4.14.	Ratification of the acts of the individual members of the Board of Managing Directors: Mr. Peter Y. Solmssen	Mgmt	For
5.1.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Gerhard Cromme	Mgmt	For



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

5.2.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Ralf Heckmann	Mgmt	For
5.3.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Josef Ackermann	Mgmt	For
5.4.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Lothar Adler	Mgmt	For
5.5.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Jean-Louis Beffa	Mgmt	For
5.6.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Gerhard Bieletzki	Mgmt	For
5.7.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Gerd von Brandenstein	Mgmt	For
5.8.	Ratification of the acts of the individual members of the Supervisory Board: Mr. John David Coombe	Mgmt	For
5.9.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Hildegard Cornudet	Mgmt	For
5.10.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Michael Diekmann	Mgmt	For
5.11.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Hans Michael Gaul	Mgmt	For
5.12.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Birgit Grube	Mgmt	For
5.13.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Peter Gruss	Mgmt	For
5.14.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Bettina Haller	Mgmt	For
5.15.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Heinz Hawreliuk	Mgmt	For
5.16.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Berthold Huber	Mgmt	For
5.17.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Harald Kern	Mgmt	For
5.18.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Walter Kroell	Mgmt	For
5.19.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Nicola Leibinger-Kammueler	Mgmt	For
5.20.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Michael Mirow	Mgmt	For
5.21.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Werner Moenius	Mgmt	For
5.22.	Ratification of the acts of the individual members	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	of the Supervisory Board: Mr. Roland Motzigemba		
5.23.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Thomas Rackow	Mgmt	For
5.24.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Hakan Samuelsson	Mgmt	For
5.25.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Dieter Scheitor	Mgmt	For
5.26.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Albrecht Schmidt	Mgmt	For
5.27.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Henning Schulte-Noelle	Mgmt	For
5.28.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Rainer Sieg	Mgmt	For
5.29.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Peter von Siemens	Mgmt	For
5.30.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Jerry I. Speyer	Mgmt	For
5.31.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Birgit Steinborn	Mgmt	For
5.32.	Ratification of the acts of the individual members of the Supervisory Board: Mr. Iain Vallance of Tummel	Mgmt	For
6.	Appointment of auditors for the 2008/2009 FY: Ernst + Young AG, Stuttgart	Mgmt	For
7.	Authorization to acquire own shares, the Company shall be authorized to acquire own shares of up to 10% of its share capital, at prices neither more than 10% above nor more than 20% below the market price, between 01 MAR 2009, and 26 JUL 2010, the Board of Managing Directors shall be authorized to retire the shares, to use the shares within the scope of the Company's stock option plans, to issue the shares to employees and executives of the Company, and to use the shares to fulfill conversion or option rights	Mgmt	For
8.	Authorization to use derivatives for the acquisition of own shares Supplementary to item 7, the Company shall be authorized to use call and put options for the purpose of acquiring own shares	Mgmt	For
9.	Resolution on the creation of authorized capital, and the corresponding amendments to the Articles of Association, the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to increase the share capital by up to EUR 520,800,000 through the issue of up to 173,600,000 new registered shares	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

against cash payment, on or before 26 JAN 2014, shareholders shall be granted subscription rights, except for the issue of shares against payment in kind, for residual amounts, for the granting of subscription rights to bondholders, and for the issue of shares at a price not materially below their market price

- |     |   |            |         |
|-----|---|------------|---------|
| 10. | Resolution on the authorization to issue convertible or warrant bonds, the creation of new contingent capital, and the corresponding amendments to the Articles of Association, the Board of Managing Directors shall be authorized to issue bonds of up to EUR 15,000,000,000, conferring a convertible or option right for up to 200,000,000 new shares, on or before 26 JAN 2014, shareholders shall be granted subscription rights, except for the issue of bonds at a price not materially below their theoretical market value, for residual amounts, and for the granting of subscription rights to holders of previously issued convertible or option rights, the Company's share capital shall be increased accordingly by up to EUR 600,000,000 through the issue of new registered shares, insofar as convertible or option rights are exercised | Mgmt       | For     |
| 11. | Resolution on the revision of the Supervisory Board remuneration, and the corresponding amendments to the Articles of Association, the members of the Supervisory Board shall receive a fixed annual remuneration of EUR 50,000, plus a variable remuneration of EUR 150 per EUR 0.01 of the earnings per share in excess of EUR 1, plus a further variable remuneration of EUR 250 per EUR 0.01 by which the three-year average earnings per share exceed EUR 2, the Chairman shall receive three times, and the Deputy Chairman one and a half times, the amounts Committee members shall be granted further remuneration, all members shall receive an attendance fee of EUR 1,000 per meeting   | Mgmt       | For     |
| 12. | Amendment to the Articles of Association  | Mgmt       | For     |
|     | COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN THE MATERIAL URL SECTION OF THE APPLICATION. IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES AT THE COMPANYS MEETING.   | Non-Voting | No vote |

---

SOUTHWESTERN ENERGY COMPANY

Agen

---

Security: 845467109  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: SWN

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

ISIN: US8454671095

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR LEWIS E. EPLEY, JR. ROBERT L. HOWARD HAROLD M. KORELL VELLO A. KUUSKRAA KENNETH R. MOURTON CHARLES E. SCHARLAU	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For Withheld Withheld For
2	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP ("PWC") TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.		For

STAPLES, INC.

Agen

Security: 855030102  
Meeting Type: Annual  
Meeting Date: 09-Jun-2009  
Ticker: SPLS  
ISIN: US8550301027

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	Against
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	Against
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	Against
1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	Against
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	Against
1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	Against
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	Against
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	Against
1I	ELECTION OF DIRECTOR: ELIZABETH A. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	Against
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	Against
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	Against
02	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 1998 EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

AUTHORIZED FOR ISSUANCE FROM 15,750,000 TO  
22,750,000.

03	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 1,275,000 TO 2,775,000.	Mgmt	For
04	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
05	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE REINCORPORATION OF STAPLES, INC. IN NORTH DAKOTA.	Shr	For

-----  
STATE STREET CORPORATION

Agen

Security: 857477103  
Meeting Type: Annual  
Meeting Date: 20-May-2009  
Ticker: STT  
ISIN: US8574771031

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR K. BURNES P. COYM P. DE SAINT-AIGNAN A. FAWCETT D. GRUBER L. HILL R. KAPLAN C. LAMANTIA R. LOGUE R. SERGEL R. SKATES G. SUMME R. WEISSMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	TO APPROVE AMENDMENTS TO STATE STREET'S ARTICLES OF ORGANIZATION AND BY-LAWS CHANGING THE SHAREHOLDER QUORUM AND VOTING REQUIREMENTS, INCLUDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS.	Mgmt	For
03	TO APPROVE THE AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE BY 17 MILLION THE NUMBER OF SHARES OF OUR COMMON STOCK THAT MAY BE DELIVERED IN SATISFACTION OF AWARDS UNDER THE PLAN.	Mgmt	For
04	TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

05	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
06	TO VOTE ON A SHAREHOLDER PROPOSAL.	Shr	Against

-----

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209  
 Meeting Type: Special  
 Meeting Date: 25-Sep-2008  
 Ticker: TEVA  
 ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPOINT MR. JOSEPH (YOSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR FOR A TERM OF THREE YEARS.	Mgmt	For

-----

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 22-Jun-2009  
 Ticker: TEVA  
 ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2008, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 1.95 (APPROXIMATELY US\$0.525, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.	Mgmt	For
2A	ELECTION OF DIRECTOR: DR. PHILLIP FROST	Mgmt	For
2B	ELECTION OF DIRECTOR: ROGER ABRAVANEL	Mgmt	For
2C	ELECTION OF DIRECTOR: PROF. ELON KOHLBERG	Mgmt	For
2D	ELECTION OF DIRECTOR: PROF. YITZHAK PETERBURG	Mgmt	For
2E	ELECTION OF DIRECTOR: EREZ VIGODMAN	Mgmt	For
03	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD.,	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2010 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE.

-----  
 THE CHUBB CORPORATION

Agen

-----  
 Security: 171232101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: CB  
 ISIN: US1712321017  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ZOE BAIRD	Mgmt	For
1B	ELECTION OF DIRECTOR: SHEILA P. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: JOEL J. COHEN	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN D. FINNEGAN	Mgmt	For
1F	ELECTION OF DIRECTOR: KLAUS J. MANGOLD	Mgmt	For
1G	ELECTION OF DIRECTOR: MARTIN G. MCGUINN	Mgmt	For
1H	ELECTION OF DIRECTOR: LAWRENCE M. SMALL	Mgmt	For
1I	ELECTION OF DIRECTOR: JESS SODERBERG	Mgmt	For
1J	ELECTION OF DIRECTOR: DANIEL E. SOMERS	Mgmt	For
1K	ELECTION OF DIRECTOR: KAREN HASTIE WILLIAMS	Mgmt	For
1L	ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN	Mgmt	For
1M	ELECTION OF DIRECTOR: ALFRED W. ZOLLAR	Mgmt	For
02	TO APPROVE THE ADOPTION OF THE CHUBB CORPORATION LONG-TERM INCENTIVE PLAN (2009).	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR.	Mgmt	For

-----  
 THE COCA-COLA COMPANY

Agen

-----  
 Security: 191216100  
 -----

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: KO  
 ISIN: US1912161007

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
02	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	Against
03	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Mgmt	Against
04	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	Against
05	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	Against
06	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
07	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
08	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	Against
09	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
10	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
11	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	Against
12	ELECTION OF DIRECTOR: PETER V. UEERROTH	Mgmt	Against
13	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
14	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
15	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
16	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
17	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shr	For
18	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against
19	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shr	Against

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: GS  
 ISIN: US38141G1040



Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. BRYAN	Mgmt	For
1C	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E	ELECTION OF DIRECTOR: STEPHEN FRIEDMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1G	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1I	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1J	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	Against
1K	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1L	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2009 FISCAL YEAR	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE	Shr	For
06	SHAREHOLDER PROPOSAL TO AMEND BY-LAWS TO PROVIDE FOR A BOARD COMMITTEE ON U.S. ECONOMIC SECURITY	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against

THE HOME DEPOT, INC.

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: HD  
 ISIN: US4370761029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1B	ELECTION OF DIRECTOR: DAVID H. BATCHELDER	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1D	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1E	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING JANUARY 31, 2010.	Mgmt	For
03	TO AMEND THE SIXTH ARTICLE OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF AT LEAST 25% OF SHARES OF THE COMPANY'S OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Mgmt	Against
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION.	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING ENERGY USAGE.	Shr	Against

-----  
 THE KROGER CO.

Agen

-----  
 Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2009  
 Ticker: KR  
 ISIN: US5010441013  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT D. BEYER	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. DILLON	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1D	ELECTION OF DIRECTOR: SUSAN J. KROPF	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. LAMACCHIA	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID B. LEWIS	Mgmt	For
1G	ELECTION OF DIRECTOR: DON W. MCGEORGE	Mgmt	For
1H	ELECTION OF DIRECTOR: W. RODNEY MCMULLEN	Mgmt	For
1I	ELECTION OF DIRECTOR: JORGE P. MONTOYA	Mgmt	For
1J	ELECTION OF DIRECTOR: CLYDE R. MOORE	Mgmt	For
1K	ELECTION OF DIRECTOR: SUSAN M. PHILLIPS	Mgmt	For
1L	ELECTION OF DIRECTOR: STEVEN R. ROGEL	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. RUNDE	Mgmt	For
1N	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1O	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
2	APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.	Mgmt	For
3	APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AN INCREASE OF THE PERCENTAGE OF EGGS STOCKED FROM HENS NOT CONFINED IN BATTERY CAGES.	Shr	Against
4	APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AMENDMENT OF KROGER'S ARTICLES TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE.	Shr	Against

-----  
 THE PROCTER & GAMBLE COMPANY

Agen

-----  
 Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 14-Oct-2008  
 Ticker: PG  
 ISIN: US7427181091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	KENNETH I. CHENAULT	Mgmt	For
	SCOTT D. COOK	Mgmt	For
	RAJAT K. GUPTA	Mgmt	For
	A.G. LAFLEY	Mgmt	For
	CHARLES R. LEE	Mgmt	For
	LYNN M. MARTIN	Mgmt	For
	W. JAMES MCNERNEY, JR.	Mgmt	For
	JOHNATHAN A. RODGERS	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	RALPH SNYDERMAN, M.D.	Mgmt	For
	MARGARET C. WHITMAN	Mgmt	For
	PATRICIA A. WOERTZ	Mgmt	For
	ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMEND COMPANY'S AMENDED ARTICLES OF INCORPORATION TO ADOPT MAJORITY VOTING	Mgmt	Against
04	SHAREHOLDER PROPOSAL #1 - ROTATE SITE OF ANNUAL MEETING	Shr	Against
05	SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----

THE RYLAND GROUP, INC.

Agen

-----

Security: 783764103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: RYL  
 ISIN: US7837641031

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R. CHAD DREIER LESLIE M. FRECON ROLAND A. HERNANDEZ WILLIAM L. JEWS NED MANSOUR ROBERT E. MELLOR NORMAN J. METCALFE CHARLOTTE ST. MARTIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	APPROVAL OF AN AMENDMENT TO THE RYLAND GROUP, INC. ARTICLES OF INCORPORATION.	Mgmt	For
03	APPROVAL OF THE RYLAND GROUP, INC. SHAREHOLDER RIGHTS PLAN.	Mgmt	For
04	CONSIDERATION OF A PROPOSAL FROM THE NATHAN CUMMINGS FOUNDATION (A STOCKHOLDER).	Shr	Against
05	CONSIDERATION OF A PROPOSAL FROM CERTAIN RETIREMENT SYSTEMS AND PENSION FUNDS OF THE EMPLOYEES OF THE CITY OF NEW YORK (STOCKHOLDERS).	Shr	For
06	CONSIDERATION OF A PROPOSAL FROM AMALGAMATED BANK LONGVIEW MIDCAP 400 INDEX FUND (A STOCKHOLDER).	Shr	For
07	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS RYLAND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING	Mgmt	For

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

DECEMBER 31, 2009.

-----  
 THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 Ticker: TJX  
 ISIN: US8725401090  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOSE B. ALVAREZ ALAN M. BENNETT DAVID A. BRANDON BERNARD CAMMARATA DAVID T. CHING MICHAEL F. HINES AMY B. LANE CAROL MEYROWITZ JOHN F. O'BRIEN ROBERT F. SHAPIRO WILLOW B. SHIRE FLETCHER H. WILEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld For For For For For For For For For
02	APPROVAL OF AMENDMENTS TO AND PERFORMANCE TERMS OF THE STOCK INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.	Mgmt	For

-----  
 THE TRAVELERS COMPANIES, INC.

Agen

Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: TRV  
 ISIN: US89417E1091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALAN L. BELLER	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. DASBURG	Mgmt	For
1C	ELECTION OF DIRECTOR: JANET M. DOLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1E	ELECTION OF DIRECTOR: JAY S. FISHMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: LAWRENCE G. GRAEV	Mgmt	For
1G	ELECTION OF DIRECTOR: PATRICIA L. HIGGINS	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS R. HODGSON	Mgmt	For
1I	ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT I. LIPP	Mgmt	For
1K	ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For
1L	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER TRAVELERS' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.	Shr	Against

-----  
THERMO FISHER SCIENTIFIC INC.

Agen

-----  
Security: 883556102  
Meeting Type: Annual  
Meeting Date: 20-May-2009  
Ticker: TMO  
ISIN: US8835561023  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JUDY C. LEWENT PETER J. MANNING JIM P. MANZI ELAINE S. ULLIAN	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

-----  
TIME WARNER CABLE INC

Agen

-----  
Security: 88732J207  
Meeting Type: Annual  
Meeting Date: 03-Jun-2009  
-----

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Ticker: TWC  
ISIN: US88732J2078

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROLE BLACK	Mgmt	For
1B	ELECTION OF DIRECTOR: GLENN A. BRITT	Mgmt	For
1C	ELECTION OF DIRECTOR: THOMAS H. CASTRO	Mgmt	For
1D	ELECTION OF DIRECTOR: DAVID C. CHANG	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: PETER R. HAJE	Mgmt	For
1G	ELECTION OF DIRECTOR: DONNA A. JAMES	Mgmt	For
1H	ELECTION OF DIRECTOR: DON LOGAN	Mgmt	For
1I	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: WAYNE H. PACE	Mgmt	For
1K	ELECTION OF DIRECTOR: EDWARD D. SHIRLEY	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
2	RATIFICATION OF AUDITORS	Mgmt	For

TIME WARNER INC.

Agen

Security: 887317105  
Meeting Type: Special  
Meeting Date: 16-Jan-2009  
Ticker: TWX  
ISIN: US8873171057

Prop.#	Proposal	Proposal Type	Proposal Vote
01	COMPANY PROPOSAL TO (A) AUTHORIZE THE BOARD TO EFFECT PRIOR TO 12/31/09, A REVERSE STOCK SPLIT OF THE OUTSTANDING AND TREASURY COMMON STOCK OF TIME WARNER, AT A REVERSE STOCK SPLIT RATIO OF EITHER 1-FOR-2 OR 1-FOR-3, AND (B) APPROVE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION IN THE RELEVANT FORM ATTACHED TO THE PROXY STATEMENT TO EFFECT THE REVERSE STOCK SPLIT AND TO REDUCE PROPORTIONATELY THE TOTAL NUMBER OF SHARES THAT TIME WARNER IS AUTHORIZED TO ISSUE, SUBJECT TO THE BOARD'S AUTHORITY TO ABANDON SUCH AMENDMENT.	Mgmt	For

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

-----  
 TIME WARNER INC.

Agen

-----  
 Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: TWX  
 ISIN: US8873173038  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HERBERT M. ALLISON, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1C	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Mgmt	For
1D	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANK J. CAUFIELD	Mgmt	Against
1F	ELECTION OF DIRECTOR: ROBERT C. CLARK	Mgmt	For
1G	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Mgmt	Against
1H	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Mgmt	For
1I	ELECTION OF DIRECTOR: MICHAEL A. MILES	Mgmt	Against
1J	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Mgmt	For
1K	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	COMPANY PROPOSAL TO APPROVE THE TIME WARNER INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Shr	For

-----  
 TOLL BROTHERS, INC.

Agen

-----  
 Security: 889478103  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2009  
 Ticker: TOL  
 ISIN: US8894781033  
 -----



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT S. BLANK ROGER S. HILLAS STEPHEN A. NOVICK PAUL E. SHAPIRO	Mgmt Mgmt Mgmt Mgmt	For For For For
02	THE RATIFICATION OF THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	A STOCKHOLDER PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Shr	For
04	A STOCKHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLES OF CEO AND CHAIRMAN OF THE BOARD.	Shr	For

TOTAL SA, COURBEVOIE

Agen

Security: F92124100  
Meeting Type: MIX  
Meeting Date: 15-May-2009  
Ticker:  
ISIN: FR0000120271

Prop.#	Proposal	Proposal Type	Proposal Vote
	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 519433 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL	Non-Voting	No vote

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT  
ON THIS MEETING NOTICE. THANK YOU.

O.1	Approve the financial statements and statutory reports	Mgmt	For
O.2	Approve the consolidated financial statements and statutory reports	Mgmt	For
O.3	Approve the allocation of income and dividends of EUR 2.28 per share	Mgmt	For
O.4	Approve the Special Auditors' report presenting ongoing related party transactions	Mgmt	For
O.5	Approve transaction with Mr. Thierry Desmarest	Mgmt	For
O.6	Approve transaction with Mr. Christophe De Margerie	Mgmt	Against
O.7	Authorize to repurchase of up to 10% of issued share capital	Mgmt	For
O.8	Re-elect Ms. Anne Lauvergeon as a Director	Mgmt	Against
O.9	Re-elect Mr. Daniel Bouton as a Director	Mgmt	Against
O.10	Re-elect Mr. Bertrand Collomb as a Director	Mgmt	For
O.11	Re-elect Mr. Christophe De Margerie as a Director	Mgmt	For
O.12	Re-elect Mr. Michel Pebereau as a Director	Mgmt	Against
O.13	Elect Mr. Patrick Artus as a Director	Mgmt	For
E.14	Amend the Article 12 of the Bylaws regarding age limit for the Chairman	Mgmt	For
A.	Approve the statutory modification to advertise individual allocations of stock options and free shares as provided by law	Mgmt	Against
B.	Approve the statutory modification relating to a new procedure for appointing the employee shareholder in order to enhance its representativeness and independence	Mgmt	Against
C.	Grant authority to freely allocate the Company's shares to all the employees of the group	Mgmt	Against

---

TRANSOCEAN INC

Agen

---

Security: G90073100  
Meeting Type: Special  
Meeting Date: 08-Dec-2008  
Ticker: RIG  
ISIN: KYG900731004

---

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE MERGER TRANSACTION TO BE EFFECTED BY THE SCHEMES OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.	Mgmt	For
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER TRANSACTION.	Mgmt	For

-----  
 UNILEVER N V

Agen

Security: N8981F271  
 Meeting Type: EGM  
 Meeting Date: 29-Oct-2008  
 Ticker:  
 ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Appoint Mr. P. Polman as an Executive Director	Mgmt	No Action

-----  
 UNILEVER NV

Agen

Security: N8981F271  
 Meeting Type: OGM  
 Meeting Date: 14-May-2009  
 Ticker:  
 ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT BLOCKING CONDITIONS FOR VOTING AT THIS GENERAL MEETING ARE RELAXED. BLOCKING PERIOD ENDS ONE DAY AFTER THE REGISTRATION DATE SET ON 23 APR 09. SHARES CAN BE TRADED THEREAFTER. THANK YOU.	Non-Voting	No Action
1.	Consideration of the Annual Report for the 2008 FY	Non-Voting	No Action
2.	Adopt the annual accounts and appropriation of the profit for the 2008 FY	Mgmt	No Action
3.	Grant discharge to the Executive Directors in office during the 2008 FY for the fulfilment of their tasks	Mgmt	No Action

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

4.	Grant discharge to the Non-Executive Directors in office during the 2008 FY for the fulfilment of their tasks	Mgmt	No Action
5.	Re-appoint Mr. J A Lawrence as an Executive Director	Mgmt	No Action
6.	Re-appoint Mr. P G J M Polman as an Executive Director	Mgmt	No Action
7.	Re-appoint the Rt. Hon The Lord Brittan of Spennithorne QC, DL as a Non-Executive Director	Mgmt	No Action
8.	Re-appoint Professor W Dik as a Non-Executive Director	Mgmt	No Action
9.	Re-appoint Mr. C E Golden as a Non-Executive Director	Mgmt	No Action
10.	Re-appoint Dr. B E Grote as a Non-Executive Director	Mgmt	No Action
11.	Re-appoint Mr. N Murthy as a Non-Executive Director	Mgmt	No Action
12.	Re-appoint Ms. H Nyasulu as a Non-Executive Director	Mgmt	No Action
13.	Re-appoint Mr. K J Storm as a Non-Executive Director	Mgmt	No Action
14.	Re-appoint Mr. M Treschow as a Non-Executive Director	Mgmt	No Action
15.	Re-appoint Mr. J van der Veer as a Non-Executive Director	Mgmt	No Action
16.	Appoint Professor L O Fresco as a Non-Executive Director	Mgmt	No Action
17.	Appoint Ms. A M Fudge as a Non-Executive Director	Mgmt	No Action
18.	Appoint Mr. P Walsh as a Non-Executive Director	Mgmt	No Action
19.	Appoint PricewaterhouseCoopers Accountants N.V. as Auditors for the 2009 FY	Mgmt	No Action
20.	Authorize the Board of Directors as the Company Body authorized to issue shares in the Company	Mgmt	No Action
21.	Authorize the Board of Directors to purchase shares and depositary receipts in the Company	Mgmt	No Action
22.	Approve to reduce the capital through cancellation of shares	Mgmt	No Action
23.A	Approve that, move to quarterly dividends and to alter the Equalization Agreement and the Articles of Association	Mgmt	No Action
23.B	Approve to alter the Equalization Agreement	Non-Voting	No Action
24.	Questions and close of the meeting	Non-Voting	No Action

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

PLEASE NOTE THAT THIS IS AN AGM. THANK YOU,

Non-Voting No Action

PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE  
IN BLOCKING. IF YOU HAVE ALREADY SENT IN YOUR  
VOTES, PLEASE DO NOT RETURN THIS PROXY FORM  
UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS.  
THANK YOU.

Non-Voting No Action

-----  
UNITED TECHNOLOGIES CORPORATION

Agem

Security: 913017109  
Meeting Type: Annual  
Meeting Date: 08-Apr-2009  
Ticker: UTX  
ISIN: US9130171096  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LOUIS R. CHENEVERT GEORGE DAVID JOHN V. FARACI JEAN-PIERRE GARNIER JAMIE S. GORELICK CARLOS M. GUTIERREZ EDWARD A. KANGAS CHARLES R. LEE RICHARD D. MCCORMICK HAROLD MCGRAW III RICHARD B. MYERS H. PATRICK SWYGERT ANDRE VILLENEUVE CHRISTINE TODD WHITMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For
02	APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES	Shr	Against

-----  
UNITEDHEALTH GROUP INCORPORATED

Agem

Security: 91324P102  
Meeting Type: Annual  
Meeting Date: 02-Jun-2009  
Ticker: UNH  
ISIN: US91324P1021  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1A	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD T. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Mgmt	For
1D	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Mgmt	For
1E	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1G	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1H	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1I	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

-----  
 VERIZON COMMUNICATIONS INC.

Agen

-----  
 Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: VZ  
 ISIN: US92343V1044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1B	ELECTION OF DIRECTOR: M.FRANCES KEETH	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1D	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1E	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS H. O'BRIEN	Mgmt	For
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Mgmt	For
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1K	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Mgmt	For
04	APPROVAL OF LONG-TERM INCENTIVE PLAN	Mgmt	For
05	APPROVAL OF SHORT-TERM INCENTIVE PLAN	Mgmt	For
06	PROHIBIT GRANTING STOCK OPTIONS	Shr	Against
07	SHAREHOLDER ABILITY TO CALL SPECIAL MEETING	Shr	For
08	SEPARATE OFFICES OF CHAIRMAN AND CEO	Shr	Against
09	CUMULATIVE VOTING	Shr	Against
10	SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH	Shr	For

-----  
 VESTAS WIND SYSTEMS A/S, RANDERS

Agen

-----  
 Security: K9773J128  
 Meeting Type: AGM  
 Meeting Date: 26-Mar-2009  
 Ticker:  
 ISIN: DK0010268606  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE "IN FAVOR" OR "ABSTAIN" ONLY FOR RESOLUTION 4.A TO 5.B. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 540553 DUE TO SPLITTING OF DIRECTORS NAMES. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	No vote
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	No vote
1.	Receive the report from Board of Directors on the Company's activities during the past year	Non-Voting	No vote

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

2.	Approve the presentation of the annual report and resolution to adopt the annual report	Mgmt	For
3.	Approve the resolution on the distribution of the profit or covering of loss according to the approved annual report, the Board of Directors proposes that no dividend be paid out for 2008	Mgmt	For
4.a	Re-elect Mr. Bent Erik Carlsen as the Members of the Board of Directors	Mgmt	For
4.b	Re-elect Mr. Torsten Erik Rasmussen as the Members of the Board of Directors	Mgmt	For
4.c	Re-elect Mr. Freddy Frandsen as the Members of the Board of Directors	Mgmt	For
4.d	Re-elect Mr. Jorgen Huno Rasmussen as the Members of the Board of Directors	Mgmt	For
4.e	Re-elect Mr. Jorn Ankaer Thomsen as the Members of the Board of Directors	Mgmt	For
4.f	Re-elect Mr. Kurt Anker Nielsen as the Members of the Board of Directors	Mgmt	For
4.g	Elect Mr. Hakan Eriksson as the Members of the Board of Directors	Mgmt	For
4.h	Elect Mr. Ola Rollen as the Members of the Board of Directors	Mgmt	For
5.a	Re-appoint PricewaterhouseCoopers, Statsautoriseret Revisionsaktieselskab as the Auditors of the Company	Mgmt	For
5.b	Re-appoint KPMG Statsautiroseret Revisionspartnerselskab as the Auditors of the Company	Mgmt	For
6.a	Approve the overall guidelines for incentive pay for the Members of the Executive Management of Vestas Wind Systems A/S laid down by the Board of Directors; if the guidelines are approved by the AGM, the following new Article 13 will be included in the Companys Articles of Association	Mgmt	For
6.b	Authorize the Company to acquire treasury shares in the period up until the next AGM up to a total nominal value of 10% of the value of the Company's share capital at the time in question, cf., Article 48 of the Danish Public Companies Act, the payment for the shares must not deviate more 10% from the closing price quoted at the NASDAQ OMX Copenhagen at time of acquisition	Mgmt	For
	Any other business	Non-Voting	No vote



Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 14-Oct-2008  
 Ticker: V  
 ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE UNNECESSARY PROVISIONS AND SYNCHRONIZE THE DIRECTORS' TERMS WITH OUR ANNUAL MEETING SCHEDULE.	Mgmt	For

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 16-Dec-2008  
 Ticker: V  
 ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO PERMIT THE COMPANY GREATER FLEXIBILITY IN FUNDING OUR RETROSPECTIVE RESPONSIBILITY PLAN, TO REMOVE OBSOLETE PROVISIONS, TO MODIFY THE STANDARDS OF INDEPENDENCE APPLICABLE TO OUR DIRECTORS AND TO MAKE OTHER CLARIFYING MODIFICATIONS TO OUR CURRENT CERTIFICATE OF INCORPORATION.	Mgmt	For

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: V  
 ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	TO ELECT HANI AL-QADI AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	Against
1B	TO ELECT CHARLES T. DOYLE AS CLASS I DIRECTOR	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

	TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.		
1C	TO ELECT PETER HAWKINS AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1D	TO ELECT DAVID I. MCKAY AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1E	TO ELECT CHARLES W. SCHARF AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1F	TO ELECT SEGISMUNDO SCHULIN-ZEUTHEN AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
2A	TO ELECT THOMAS J. CAMPBELL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2B	TO ELECT GARY P. COUGHLAN AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2C	TO ELECT MARY B. CRANSTON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2D	TO ELECT FRANCISCO JAVIER FERNANDEZ-CARBAJAL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2E	TO ELECT SUZANNE NORA JOHNSON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2F	TO ELECT JOSEPH W. SAUNDERS AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Mgmt	For

-----  
VODAFONE GROUP PLC, NEWBURY BERKSHIRE

Agen

Security: G93882135  
Meeting Type: AGM  
Meeting Date: 29-Jul-2008  
Ticker:  
ISIN: GB00B16GWD56  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Approve the financial statements and statutory reports	Mgmt	For
2.	Re-elect Sir John Bond as a Director	Mgmt	For
3.	Re-elect Mr. John Buchanan as a Director	Mgmt	For
4.	Re-elect Mr. Vittorio Colao as a Director	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

5.	Re-elect Mr. Andy Halford as a Director	Mgmt	For
6.	Re-elect Mr. Alan Jebson as a Director	Mgmt	For
7.	Re-elect Mr. Nick Land as a Director	Mgmt	For
8.	Re-elect Mr. Anne Lauvergeon as a Director	Mgmt	For
9.	Re-elect Mr. Simon Murray as a Director	Mgmt	For
10.	Re-elect Mr. Luc Vandeveldel as a Director	Mgmt	For
11.	Re-elect Mr. Anthony Watson as a Director	Mgmt	For
12.	Re-elect Mr. Philip Yea as a Director	Mgmt	For
13.	Approve the final dividend of 5.02 pence per ordinary share	Mgmt	For
14.	Approve the remuneration report	Mgmt	For
15.	Re-appoint Deloitte Touche LLP as the Auditors of the Company	Mgmt	For
16.	Authorize the Audit Committee to fix remuneration of the Auditors	Mgmt	For
17.	Grant authority for the issue of equity or equity-linked securities with pre-emptive rights up to aggregate nominal amount of USD 1,100,000,000	Mgmt	For
s.18	Grant authority for the issue of equity or equity-linked securities without pre-emptive rights up to aggregate nominal amount of USD 300,000,000, Subject to the Passing of Resolution 17	Mgmt	For
s.19	Grant authority 5,300,000,000 ordinary shares for market purchase	Mgmt	For
20.	Authorize the Company and its Subsidiaries to make EU political donations to political parties, and/or Independent Election Candidates, to Political Organisations other than political parties and incur EU political expenditure up to GBP 100,000	Mgmt	For
s.21	Amend the Articles of Association	Mgmt	For
22.	Approve the Vodafone Group 2008 Sharesave Plan	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO ORDINARY RESOLUTIONS CHANGED TO SPECIAL RESOLUTIONS. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No vote

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

WAL-MART STORES, INC.

Agen

Security: 931142103  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2009  
 Ticker: WMT  
 ISIN: US9311421039

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Mgmt	For
1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Mgmt	For
1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Mgmt	For
1I	ELECTION OF DIRECTOR: ALLEN I. QUESTROM	Mgmt	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Mgmt	For
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Mgmt	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
04	PAY FOR SUPERIOR PERFORMANCE	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
06	POLITICAL CONTRIBUTIONS	Shr	Against
07	SPECIAL SHAREOWNER MEETINGS	Shr	For
08	INCENTIVE COMPENSATION TO BE STOCK OPTIONS	Shr	Against

WASTE MANAGEMENT, INC.

Agen

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

-----  
 Security: 94106L109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: WMI  
 ISIN: US94106L1098  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Mgmt	For
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO AMEND THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE COMPANY'S 2009 STOCK INCENTIVE PLAN.	Mgmt	For
05	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
06	PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT MEETING.	Shr	For

-----  
 WELLS FARGO & COMPANY

Agen

-----  
 Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: WFC  
 ISIN: US9497461015  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	Against
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	Against
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	Against
1G	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	Against
1J	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	Against
1K	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	Against
1L	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1M	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1N	ELECTION OF DIRECTOR: DONALD B. RICE	Mgmt	Against
1O	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1P	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	Against
1Q	ELECTION OF DIRECTOR: ROBERT K. STEEL	Mgmt	For
1R	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1S	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES.	Mgmt	For
03	PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
04	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S LONG-TERM INCENTIVE COMPENSATION PLAN.	Mgmt	Against
05	STOCKHOLDER PROPOSAL REGARDING A BY-LAWS AMENDMENT TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

---

XTO ENERGY INC.

Agen

Security: 98385X106  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Ticker: XTO  
ISIN: US98385X1063

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF AMENDMENT TO BYLAWS TO PROVIDE FOR THE ANNUAL ELECTION OF ALL DIRECTORS.	Mgmt	For
2A	ELECTION OF PHILLIP R. KEVIL CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	For
2B	ELECTION OF HERBERT D. SIMONS CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	Against
2C	ELECTION OF VAUGHN O. VENNBERG II CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	For
03	APPROVAL OF THE 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009.	Mgmt	For
05	STOCKHOLDER PROPOSAL CONCERNING A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION IF PROPERLY PRESENTED.	Shr	For
06	STOCKHOLDER PROPOSAL CONCERNING STOCKHOLDER APPROVAL OF EXECUTIVE BENEFITS PAYABLE UPON DEATH IF PROPERLY PRESENTED.	Shr	For

ZURICH FINANCIAL SERVICES, ZUERICH

Agen

Security: H9870Y105  
Meeting Type: OGM  
Meeting Date: 02-Apr-2009  
Ticker:  
ISIN: CH0011075394

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
1.	TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RECORD DATE. PLEASE ADVISE US NOW IF YOU INTEND TO VOTE. NOTE THAT THE COMPANY REGISTRAR HAS DISCRETION OVER GRANTING	Registration	No Action

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

VOTING RIGHTS. ONCE THE AGENDA IS AVAILABLE,  
A SECOND NOTIFICATION WILL BE ISSUED REQUESTING  
YOUR VOTING INSTRUCTIONS

PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT  
OF ACTUAL RECORD DATE. IF YOU HAVE ALREADY  
SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS  
PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR  
ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting No Action

ZURICH FINANCIAL SERVICES, ZUERICH

Agen

Security: H9870Y105  
Meeting Type: OGM  
Meeting Date: 02-Apr-2009  
Ticker:  
ISIN: CH0011075394

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No Action
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 519636, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	No Action
1.	Receive the annual report including remuneration report, the annual financial statements and consolidated financial statements for 2008	Mgmt	No Action
2.	Approve the appropriation of the available earnings of Zurich Financial Services for 2008	Mgmt	No Action
3.	Approve to discharge the Members of the Board of Directors and the Group Executive Committee	Mgmt	No Action
4.	Approve to increase the authorized share capital and amend the Article 5 BIS Paragraph 1 of the Articles of Incorporation	Mgmt	No Action
5.	Approve to increase the contingent share capital and amend the Article 5 TER Paragraph 1a of the Articles of Incorporation	Mgmt	No Action
6.	Approve to change the Company name	Mgmt	No Action
7.1.1	Re-elect Mr. Thomas Escher to the Board of Director	Mgmt	No Action



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

7.1.2	Re-elect Mr. Don Nicolaisen to the Board of Director	Mgmt	No Action
7.1.3	Re-elect Mr. Philippe Pidoux to the Board of Director	Mgmt	No Action
7.1.4	Re-elect Mr. Vernon Sankey to the Board of Director	Mgmt	No Action
7.2	Re-elect PricewaterhouseCoopers as the Auditors	Mgmt	No Action
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR NAME. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	No Action

\* Management position unknown

### SIGNATURES

Pursuant to the requirements of 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.

(Registrant)	Eaton Vance Tax-Managed Diversified Equity Income Fund
By (Signature)	/s/ Duncan W. Richardson
Name	Duncan W. Richardson
Title	President
Date	08/25/2009