

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 27, 2008

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: 255 State Street  
Boston, MA 02109

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
255 State Street  
Boston, MA 02109

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2007 - 06/30/2008

Eaton Vance Tax-Managed Diversified Equity Income Fund

-----  
ABBOTT LABORATORIES

Agen

-----  
Security: 002824100  
Meeting Type: Annual  
Meeting Date: 25-Apr-2008  
Ticker: ABT  
ISIN: US0028241000  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	R.S. AUSTIN	Mgmt	For
	W.M. DALEY	Mgmt	For
	W.J. FARRELL	Mgmt	For
	H.L. FULLER	Mgmt	For
	W.A. OSBORN	Mgmt	For
	D.A.L. OWEN	Mgmt	For
	B. POWELL JR.	Mgmt	For
	W.A. REYNOLDS	Mgmt	For
	R.S. ROBERTS	Mgmt	For

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

	S.C. SCOTT III	Mgmt	For
	W.D. SMITHBURG	Mgmt	For
	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL - ACCESS TO MEDICINES	Shr	Against
04	SHAREHOLDER PROPOSAL - ADVISORY VOTE	Shr	For

-----  
 AFLAC INCORPORATED

Agen

-----  
 Security: 001055102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2008  
 Ticker: AFL  
 ISIN: US0010551028  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DANIEL P. AMOS JOHN SHELBY AMOS II PAUL S. AMOS II YOSHIRO AOKI MICHAEL H. ARMACOST KRISS CLONINGER III JOE FRANK HARRIS ELIZABETH J. HUDSON KENNETH S. JANKE SR. DOUGLAS W. JOHNSON ROBERT B. JOHNSON CHARLES B. KNAPP E. STEPHEN PURDOM B.K. RIMER, DR. PH MARVIN R. SCHUSTER DAVID GARY THOMPSON ROBERT L. WRIGHT	Mgmt Mgmt 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 For For
02	TO APPROVE THE AMENDMENT OF ARTICLE IV OF THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF \$.10 PAR VALUE COMMON STOCK FROM 1,000,000,000 SHARES TO 1,900,000,000 SHARES.	Mgmt	For
03	TO ADOPT THE AMENDED AND RESTATED MANAGEMENT INCENTIVE PLAN (THE "2009 MANAGEMENT INCENTIVE PLAN").	Mgmt	For
04	TO APPROVE THE FOLLOWING ADVISORY (NON-BINDING) PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE OVERALL EXECUTIVE PAY-FOR-PERFORMANCE COMPENSATION POLICIES AND PROCEDURES EMPLOYED BY THE COMPANY, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS AND THE TABULAR DISCLOSURE	Mgmt	For

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

REGARDING NAMED EXECUTIVE OFFICER COMPENSATION  
IN THIS PROXY STATEMENT."

05	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
----	--	------	-----

ALLERGAN, INC. Agen

Security: 018490102  
Meeting Type: Annual  
Meeting Date: 06-May-2008  
Ticker: AGN  
ISIN: US0184901025

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DEBORAH DUNSIRE, M.D. TREVOR M. JONES, PH.D. LOUIS J. LAVIGNE, JR. LEONARD D. SCHAEFFER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO APPROVE THE ALLERGAN, INC. 2008 INCENTIVE AWARD PLAN	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008	Mgmt	For
4A	TO APPROVE STOCKHOLDER PROPOSAL NO. 1 REGARDING THE ADOPTION OF A PAY-FOR-SUPERIOR-PERFORMANCE EXECUTIVE COMPENSATION PLAN	Shr	For
4B	TO APPROVE STOCKHOLDER PROPOSAL NO. 2 REGARDING ADDITIONAL ANIMAL TESTING DISCLOSURE	Shr	Against

ALLIANZ SE, MUENCHEN Agen

Security: D03080112  
Meeting Type: AGM  
Meeting Date: 21-May-2008  
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	Non-Voting	No vote

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

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

	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 2007 FY with the report of the Supervisory Board, the group financial statements and group annual report, and the report of 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 2,475,825,000 as follows: Payment of a dividend of EUR 5.50 per no-par share Ex-dividend and payable date: 22 MAY 2008	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.	Authorization to acquire own shares for purposes of securities trading financial institutions in which the company holds a majority interest shall be authorized to acquire and sell shares of the company, at prices not deviating more than 10% from the market price on or before 20 NOV 2009, the trading portfolio of shares to be acquired for such purpose shall not exceed 5% of the Company's share capital at the end of any day	Mgmt	For
6.	Authorization to acquire own shares for purposes other than securities trading the company shall be authorized to acquire own shares of up to 10% of its share capital at a price differing neither more than 10% from the market price of the shares if they are acquired through the stock exchange nor more than 20% if they are acquired by way of are purchase offer, on or before 20 NOV 2009 the Board of Managing Directors shall be authorized to dispose of the shares in a manner other than the stock exchange or a rights offering if the shares are sold at a price not materially below their market price to use the shares for acquisition purposes to float the shares on Foreign Stock Exchanges, to use the shares for the fulfillment of conversion or option rights to use up to 124,187 own shares within the scope of the Company's Stock Option Plan, to offer up to	Mgmt	For

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

	5,000,000 shares to employees of the company or its affiliates, and to retire the shares		
7.	Authorization to use derivatives for the acquisition of own shares the company shall also be authorized to use put and call options for the acquisition of own shares of up to 5% of the Company's share capital, at a prices not deviating more than 10 from the market price of the shares	Mgmt	For
8.	Amendment to the Article of Association in respect of Members of the Nomination Committee shall not receive an additional remuneration	Mgmt	For
9.	Approval of the control and profit transfer agreement with the Company's wholly owned subsidiary Allianz Investment Management SE, effective retroactively from 01 JUL 2007 until at least 30 JUN 2012	Mgmt	For
10.	Approval of the control and profit transfer agreement with the Company's wholly owned subsidiary Allianz Argos 14 GmbH, effective retroactively from 01 NOV 2007 until at least 31 OCT 2012	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

-----  
ALTRIA GROUP, INC.

Agen

Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 28-May-2008  
Ticker: MO  
ISIN: US02209S1033

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTORS: ELIZABETH E. BAILEY	Mgmt	For
1B	ELECTION OF DIRECTORS: GERALD L. BALILES	Mgmt	For
1C	ELECTION OF DIRECTORS: DINYAR S. DEVITRE	Mgmt	For
1D	ELECTION OF DIRECTORS: THOMAS F. FARRELL, II	Mgmt	For
1E	ELECTION OF DIRECTORS: ROBERT E.R. HUNTLEY	Mgmt	For
1F	ELECTION OF DIRECTORS: THOMAS W. JONES	Mgmt	For
1G	ELECTION OF DIRECTORS: GEORGE MUNOZ	Mgmt	For

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

1H	ELECTION OF DIRECTORS: MICHAEL E. SZYMANCZYK	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL 1 - SHAREHOLDER SAY ON EXECUTIVE PAY	Shr	For
04	STOCKHOLDER PROPOSAL 2 - CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL 3 - APPLY GLOBALLY PRACTICES DEMANDED BY THE MASTER SETTLEMENT AGREEMENT	Shr	Against
06	STOCKHOLDER PROPOSAL 4 - STOP YOUTH-ORIENTED AD CAMPAIGNS	Shr	Against
07	STOCKHOLDER PROPOSAL 5 - "TWO CIGARETTE" APPROACH TO MARKETING	Shr	Against
08	STOCKHOLDER PROPOSAL 6 - ENDORSE HEALTH CARE PRINCIPLES	Shr	Against

-----  
 AMVESCAP PLC

Agen

-----  
 Security: G491BT108  
 Meeting Type: AGM  
 Meeting Date: 14-May-2008  
 Ticker:  
 ISIN: BMG491BT1088  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Elect Mr. Rex D. Adams as the Chairman and Non-executive Director, until the AGM of the shareholders in 2011	Mgmt	For
1.2	Elect Sir John Banham as a Non-executive Director, until the AGM of the shareholders in 2011	Mgmt	For
1.3	Elect Mr. Denis Kessler as a Non-executive Director, until the AGM of the shareholders in 2011	Mgmt	Against
2.	Appoint the Ernst & Young LLP as the Company's Independent registered public firm for the FYE 31 DEC 2008	Mgmt	For
3.	Approve the Company's 2008 Global Equity Incentive Plan	Mgmt	For
4.	Approve the Company's Executive Incentive Bonus Plan	Mgmt	For
5.	Any other business	Non-Voting	No vote

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

-----  
 ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: APC  
 ISIN: US0325111070  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN R. BUTLER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: LUKE R. CORBETT	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	APPROVAL OF 2008 OMNIBUS INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	APPROVAL OF 2008 DIRECTOR COMPENSATION PLAN.	Mgmt	For
05	STOCKHOLDER PROPOSAL - DECLASSIFICATION OF BOARD	Shr	For
06	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY	Shr	Against

-----  
 ANGLO AMERICAN PLC, LONDON

Agen

Security: G03764134  
 Meeting Type: AGM  
 Meeting Date: 15-Apr-2008  
 Ticker:  
 ISIN: GB00B1XZS820  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the financial statements of the Company and the Group and the reports of the Directors and Auditors for the YE 31 DEC 2007	Mgmt	For
2.	Declare a final dividend of 86 US cents, payable on 30 APR 2008 to those shareholders registered at the close of business on 14 MAR 2008	Mgmt	For
3.	Elect Sir C. K. Chow as a Director of the Company	Mgmt	For
4.	Re-elect Mr. Chris Fay as a Director of the Company	Mgmt	For

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

5.	Re-elect Sir Rob Margetts as a Director of the Company	Mgmt	For
6.	Re-elect Mr. Rene Medori as a Director of the Company	Mgmt	For
7.	Re-elect Mr. Karel Van Miertt as a Director of the Company	Mgmt	For
8.	Re-appoint Deloitte & Touche LLP as the Auditors of the Company for the ensuing year	Mgmt	For
9.	Authorize the Directors to determine the remuneration of the Auditors	Mgmt	For
10.	Approve the Directors' remuneration report for the YE 31 DEC 2007 as specified	Mgmt	For
11.	Approve, to resolve that the rules of the Anglo American Sharesave Option Plan [the Sharesave Plan]; and authorize the Directors to make such modifications to the Sharesave Plan as they may consider necessary to obtain the relevant tax authorities or to take account of the requirements of the Financial Services Authority and best practice and to adopt the Sharesave Plan as so modified and do all such acts and things necessary to operate the Sharesave Plan	Mgmt	For
S.12	Approve, to resolve that the rules of the Anglo American Discretionary Option Plan [the Discretionary Plan]; and authorize the Directors to make such modifications to the Discretionary Plan as they may consider necessary to obtain the relevant tax authorities or to take account of the requirements of the Financial Services Authority and best practice and to adopt the Discretionary Plan as so modified and do all such acts and things necessary to operate the Discretionary Plan	Mgmt	For
S.13	Approve, to resolve that the subscription for new shares and the acquisition of treasury shares pursuant to the Trust Deed and Rules of the Anglo American Share Incentive Plan [the SIP]	Mgmt	For
S.14	Approve to renew the authority to allot relevant securities conferred on the Directors by Article 9.2 of the Company's Articles of Association, up to an aggregate nominal amount of USD 72.5 million [131.95 million ordinary shares]; [Authority expires at the AGM of the Company in 2009]	Mgmt	For
S.15	Approve to renew the power, subject to the passing of ordinary Resolution 14, to allot equity securities wholly for cash conferred on the Directors by Article 9.3 of the Company's Articles of Association, up to an aggregate nominal amount of USD 36 million [65.5 million ordinary shares]; [Authority expires at the AGM of the Company in 2009]	Mgmt	For

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

S.16 Authorize the Company, for the purpose of Section 166 of the Companies Act 1985, to make market purchases [Section 163(3) of the Companies Act 1985] of 198 million ordinary shares of 54 86/91 US cents each in the capital of the Company, at a minimum price of 54 86/91 US cents in the each capital of the Company authorised to be acquired is 198 million and the maximum price which may be paid for an ordinary shares of 54 86/91 US cents; up to 105% of the average middle market quotations for such shares derived from the London Stock Exchange Daily Official List, over the previous 5 business days, on which such ordinary share is contracted to be purchased and the amount stipulated by Article 5(1) of the buy back and stabilization regulations 2003; [Authority expires at the conclusion of the AGM of the Company in 2009]; 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

S.17 Amend the Articles of Association as specified with effect from the end of this meeting; and adopt, with effect from 0.01 a.m. on 01 OCT 2008, or any later date on which Section 175 of the Companies Act 2006 comes into effect, the new Articles A of the Company, pursuant this resolution be amended; i) for the purposes of Section 175 of the Companies Act 2006 so that the Directors be given power in the Articles of Association of the Company to authorize certain conflicts of interest described in that Section; and ii) by the deletion of Articles 94, 95 and 96 in their entirety and by the insertion in their place of new Articles 94, 94A, 95, 95A and 96 such amendments as specified and all necessary and consequential numbering amendments be made to the Articles of Association of the Company

Mgmt

For

-----  
 APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 04-Mar-2008  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR.	Mgmt Mgmt Mgmt	For For For

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

	STEVEN P. JOBS	Mgmt	For
	ANDREA JUNG	Mgmt	For
	ARTHUR D. LEVINSON	Mgmt	For
	ERIC E. SCHMIDT	Mgmt	For
	JEROME B. YORK	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS APPLE INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008.	Mgmt	For
03	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "ADVISORY VOTE ON COMPENSATION", IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
04	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "AMEND CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON SUSTAINABILITY", IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

-----

ARCELORMITTAL SA, LUXEMBOURG

-----

Agen

Security: L0302D129  
 Meeting Type: AGM  
 Meeting Date: 13-May-2008  
 Ticker:  
 ISIN: LU0323134006

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS A MIX MEETING. THANK YOU.	Non-Voting	No vote
	Report of the Board of Directors and the Auditors Report on the annual accounts and the consolidated financial statements for the FY 2007	Non-Voting	No vote
A.1	Approve the management report of the Board of Directors and the statement by the independent company auditor, and the annual accounts for the 2007 FY in their entirety, with a resulting profit for ArcelorMittal of USD 7,611,478,151	Mgmt	No vote
A.2	Approve the management report of the Board of Directors and the statement by the independent company auditor and the consolidated financial statements for the 2007 FY	Mgmt	No vote
A.3	Approve the income to be distributed amounts to USD 12,433,724,370 from which USD 380,593,908 must be allocated to the legal reserve. The General Meeting, upon the proposal of the Board of Directors, sets the amount of directors fees, compensation and attendance fees to be allocated to the Board of Directors at USD 3,274,125	Mgmt	No vote

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

A.4	Approve the allocation of results and determination of the dividend as specified	Mgmt	No vote
A.5	Grant discharge to the Directors for the FY 2007	Mgmt	No vote
A.6	Approve the resignations of Messrs. Romain Zales Ki, Corporacion Jmac B.V. [Represented by Antoine Spillmann], Manuel Fernandez lopez, as Members of the Board of Directors, in notes that the terms of office as Directors of Joseph Kinsch [Chairman of the Board of Directors] Edmond Pachura [Member of the Board of Directors and of Lewis B. Kaden [Member of the Board of Directors], are ending at the close of this shareholders' meeting	Mgmt	No vote
A.7	Elect Mr. Lewis B. Kaden, residing 399 Park Avenue, 2nd Floor, New York, NY 10022, USA, for a 3 year mandate, in accordance with article 8.3 of the Company's Articles of Association, which shall terminate on the date of the AGM of shareholders to be held in 2011	Mgmt	No vote
A.8	Elect Mr. Ignacio Fernandez Toxo, residing at Confederacion Sindical de Comisiones Obreras, Fernandez de la Hoz 12-6, 28010 Madrid, Spain, to continue the mandate of Manuel Fernandez Lopez, resigning with effect as of 13 MAY 2008, which shall terminate on the date of the AGM of shareholders to be held in 2010	Mgmt	No vote
A.9	Elect Mr. Antoine Spillmann, residing at 2, rue Sigismond-Thalberg, CH- 1204 Geneva, Switzerland, for a 3 year mandate, in accordance with article 8.3 of the Company's articles of association, which shall terminate on the date of the AGM of shareholders to be held in 2011	Mgmt	No vote
A.10	Elect Mr. Malay Mukherjee, residing at 81, Templars Avenue, Golders Green, London NW110NR, United Kingdom, for a 3 year mandate, in accordance with article 8.3 of the Company's articles of association, which shall terminate on the date of the AGM of shareholders to be held in 2011	Mgmt	No vote
A.11	Authorization the Board of Directors by the extraordinary general meeting of shareholders held on 5 NOV 2007 with respect to the share buy-back programme and decides to authorize, with effect as of this General Meeting, the Board of Directors of the Company, with option to delegate, and the corporate bodies of the other companies in the Group referred to in Article 49bis of the Luxembourg law on commercial companies (the Law), to acquire and sell shares in the Company, under the conditions set forth in the Law. Such purchase and sales may be carried out for any purpose authorized or which would come to be authorized by the laws and regulations in force and in particular to enter	Mgmt	No vote

into offmarket and over the counter transactions and to acquire shares in the Company through derivative financial instruments. In accordance with the applicable 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 securities can 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 securities could amount to the entire program. Such transactions can be carried out at any time, including during a tender offer period, in accordance with the applicable laws and regulations. The authorisation 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 Companys shares held by the Company (or other group companies referred to in Article 49bis of the Law) cannot 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 price on the New York Stock Exchange, Euronext Amsterdam by NYSE Euronext, Euronext Brussels by NYSE Euronext, Euronext Paris by NYSE Euronext, the Luxembourg Stock Exchange or the stock exchanges of Barcelona, Bilbao, Madrid and Valencia, depending on the market on which the transactions are made, and no less than the par value of the share at the time of repurchase. For off market transactions, the maximum purchase price shall be 125% of the price of Euronext Paris by NYSE Euronext. The price on the New York Stock Exchange or Euronext Amsterdam by NYSE Euronext, Euronext Brussels by NYSE Euronext, Euronext Paris by NYSE Euronext, the Luxembourg Stock Exchange or the stock Page 5 of 13 exchanges of Barcelona, Bilbao, Madrid and Valencia will be deemed to be the higher of the average of the final listing price per share on the relevant stock exchange during 30 consecutive days on which the relevant stock exchange is open for trading preceding the 3 trading days prior to the date of repurchase. 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 indicate 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 Companys share repurchase program cannot in any event

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

- exceed the amount of the Companys then available equity. All powers are granted to the Board of Directors, with delegation powers, in view of ensuring the performance of this authorisation
- A.12 Appoint Deloitte S.A., with registered office at 560, rue de Neudorf, L-2220 Luxembourg as independent auditor for the examination of the annual accounts of ArcelorMittal and the consolidated financial statements of the ArcelorMittal group for the financial year 2008 Mgmt No vote
- A.13 Authorise the Board of Directors to: (a) issue stock options or other equity-based awards to the employees who compose the Company's most senior group of managers for a number of Company's shares not exceeding a maximum total number of eight million five hundred thousand (8,500,000) shares during the period from this General Meeting until the annual general meeting of shareholders to be held in 2009, either by issuing new shares or by delivering the Company's treasury shares, provided that the stock 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 shall be decided by the Board of Directors and shall be within the period commencing on and ending forty-two (42) days after the announcement of the results for the second quarter or the fourth quarter of the Company's financial year; 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 eight million five hundred thousand (8,500,000) shares as indicated above for stock options or other equity based awards represent less than zero point fifty-nine per cent (0.59%) of the number of Company's shares issued on the date of the present General Meeting Mgmt No vote
- A.14 Authorise the Board of Directors to: (a) implement an Employee Share Purchase Plan (ESPP) reserved for all or part of the employees and executive officers of all or part of the companies comprised within the scope of consolidation of the Company's financial statements for a maximum number of two million five hundred thousand (2,500,000) shares, fully paid-up; and (b) for the purposes of the implementation of the ESPP, issue shares within the limits of the authorized share capital and/or deliver treasury shares, up to a maximum of two million five hundred thousand (2,500,000) shares fully paid-up during the period from this General Meeting to the annual general meeting of the Company to be held in 2009; and (c) do or cause to be done all such further Mgmt No vote

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

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 two million five hundred thousand (2,500,000) shares as indicated above for the implementation of the ESPP represent less than zero point two per cent (0.2 %) of the number of Company's shares issued on the date of the present General Meeting

E.15	Approve to increase the authorized capital of the Company to EUR 643,860,000.00 [represented by 147,000,000 shares without par value] and authorize the Board of Directors to proceed with the issue of additional shares of the Company within the limit of the authorized capital as part of a merger, capital contribution or other operations in consequence and amend Article Number 5.2 [stock capital] [the share capital is of EUR 7,082,460,000.00 split into 1,617,000,000 shares without par value] and Article 5.5, of the Bylaws	Mgmt	No vote
------	---	------	---------

-----  
 AT&T INC.

Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2008  
 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	For
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1H	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1I	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1K	ELECTION OF DIRECTOR: MARY S. METZ	Mgmt	For

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

1L	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1M	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1N	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
04	PENSION CREDIT POLICY.	Shr	For
05	LEAD INDEPENDENT DIRECTOR BYLAW.	Shr	For
06	SERP POLICY	Shr	For
07	ADVISORY VOTE ON COMPENSATION	Shr	For

-----  
 AUTOMATIC DATA PROCESSING, INC.

Agen

-----  
 Security: 053015103  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2007  
 Ticker: ADP  
 ISIN: US0530151036  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GREGORY D. BRENNEMAN LESLIE A. BRUN GARY C. BUTLER LEON G. COOPERMAN ERIC C. FAST R. GLENN HUBBARD JOHN P. JONES FREDERIC V. MALEK GREGORY L. SUMME HENRY TAUB	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	APPOINTMENT OF DELOITTE & TOUCHE LLP	Mgmt	For

-----  
 BANCO SANTANDER, SA, SANTANDER

Agen

-----  
 Security: E19790109  
 Meeting Type: OGM  
 Meeting Date: 20-Jun-2008  
 Ticker:  
 ISIN: ES0113900J37  
 -----

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

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

		Type	
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 21JUN 2008. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	No vote
1.	Approve to review the annual accounts for 2007	Mgmt	For
2.	Approve the application of results of 2007	Mgmt	For
3.	Approve the confirmation and re-elect the Board Members	Mgmt	For
4.	Re-appoint the Auditors for 2008	Mgmt	For
5.	Grant authority for the acquisition of own shares	Mgmt	For
6.	Approve, if deemed, of New Bylaws	Mgmt	For
7.	Approve the modification, if deemed, of Article 8 of the general meetings rules	Mgmt	For
8.	Approve the delegation to the Board Members the power to execute the agreement of capital increase	Mgmt	For
9.	Approve the delegation to the Board Members the power to issue bonds exchangeable for shares	Mgmt	For
10.	Approve the delegation to the Board Members the power to issue Non-Exchangeable bonds	Mgmt	For
11.1	Approve the new cycles and a plan for the delivery of shares for implementation by the bank	Mgmt	For
11.2	Approve the incentive plan for employees of abbey national plc by means of options to shares of the bank	Mgmt	For
12.	Authorize the Board of Directors to carry out the resolutions adopted at general meeting	Mgmt	For

-----  
 BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2008  
 Ticker: BAC  
 ISIN: US0605051046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM BARNET, III	Mgmt	For

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

1B	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN T. COLLINS	Mgmt	For
1D	ELECTION OF DIRECTOR: GARY L. COUNTRYMAN	Mgmt	For
1E	ELECTION OF DIRECTOR: TOMMY R. FRANKS	Mgmt	For
1F	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1G	ELECTION OF DIRECTOR: KENNETH D. LEWIS	Mgmt	For
1H	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1I	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1J	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1K	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Mgmt	For
1L	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1M	ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.	Mgmt	For
1N	ELECTION OF DIRECTOR: MEREDITH R. SPANGLER	Mgmt	For
1O	ELECTION OF DIRECTOR: ROBERT L. TILLMAN	Mgmt	For
1P	ELECTION OF DIRECTOR: JACKIE M. WARD	Mgmt	For
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
03	STOCKHOLDER PROPOSAL - STOCK OPTIONS	Shr	Against
04	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXEC COMP	Shr	For
05	STOCKHOLDER PROPOSAL - DETERMINATION OF CEO COMP	Shr	Against
06	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING	Shr	Against
07	STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	For
08	STOCKHOLDER PROPOSAL - SPECIAL SHAREHOLDER MEETINGS	Shr	For
09	STOCKHOLDER PROPOSAL - EQUATOR PRINCIPLES	Shr	Against
10	STOCKHOLDER PROPOSAL - HUMAN RIGHTS	Shr	Against

-----  
 BANK OF NEW YORK MELLON CORP.

Agen

-----  
 Security: 064058100  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2008  
 Ticker: BK  
 ISIN: US0640581007

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRANK J. BIONDI, JR. RUTH E. BRUCH NICHOLAS M. DONOFRIO STEVEN G. ELLIOTT GERALD L. HASSELL EDMUND F. KELLY ROBERT P. KELLY RICHARD J. KOGAN MICHAEL J. KOWALSKI JOHN A. LUKE, JR. ROBERT MEHRABIAN MARK A. NORDENBERG CATHERINE A. REIN THOMAS A. RENYI WILLIAM C. RICHARDSON SAMUEL C. SCOTT III JOHN P. SURMA WESLEY W. VON SCHACK	Mgmt Mgmt Mgmt 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 For For For
02	PROPOSAL TO APPROVE THE ADOPTION OF LONG-TERM INCENTIVE PLAN.	Mgmt	For
03	PROPOSAL TO APPROVE THE ADOPTION OF EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE ADOPTION OF EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
05	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
06	STOCKHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shr	Against
07	STOCKHOLDER PROPOSAL REQUESTING ANNUAL VOTE ON AN ADVISORY RESOLUTION TO RATIFY EXECUTIVE COMPENSATION.	Shr	For

BARCLAYS PLC, LONDON

Agen

Security: G08036124  
Meeting Type: CLS  
Meeting Date: 14-Sep-2007  
Ticker:  
ISIN: GB0031348658

Prop.#	Proposal	Proposal Type	Proposal Vote
E.1	Approve to pass and implement Resolution 2 at the EGM relating to the preference shares and	Mgmt	For

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

to consent to any resulting change in the rights  
of ordinary shares

-----  
BARCLAYS PLC, LONDON

Agen

-----  
Security: G08036124  
Meeting Type: EGM  
Meeting Date: 14-Sep-2007  
Ticker:  
ISIN: GB0031348658  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Approve the Merger with ABN AMRO Holding N.V. and increase in authorized Capital from GBP 2,500,000,000 to GBP 4,401,000,000 and issue equity with pre-emptive rights up to GBP 1,225,319,514 in connection with the merger	Mgmt	Against
S.2	Approve further increase in the authorized capital from GBP 4,401,000,000 to GBP 4,401,000,000 and EUR 2,000,000,000 and issue Preference Shares with pre-emptive rights up to aggregate nominal amount of EUR 2,000,000,000 and adopt New Articles of Association	Mgmt	For
3.	Authorize the Directors to issue equity or equity-linked securities with pre-emptive rights up to aggregate nominal amount of GBP 981,979,623	Mgmt	For
S.4	Authorize the Directors to issue equity or equity-linked securities for cash other than on a pro-rata basis to shareholders and sell the treasury shares without pre-emptive rights up to aggregate nominal amount of GBP 147,296,943	Mgmt	For
S.5	Authorize the Company to purchase 1,700,000,000 Ordinary Shares for market purchase	Mgmt	For
S.6	Approve to cancel the amount standing to the credit of the share premium account of the Company	Mgmt	For

-----  
BAXTER INTERNATIONAL INC.

Agen

-----  
Security: 071813109  
Meeting Type: Annual  
Meeting Date: 06-May-2008  
Ticker: BAX  
ISIN: US0718131099  
-----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WAYNE T. HOCKMEYER, PH.D.	Mgmt	For
1B	ELECTION OF DIRECTOR: JOSEPH B. MARTIN, M.D., PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT L. PARKINSON, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS T. STALLKAMP	Mgmt	For
1E	ELECTION OF DIRECTOR: ALBERT P.L. STROUCKEN	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

-----  
 BERKSHIRE HATHAWAY INC.

Agen

-----  
 Security: 084670108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2008  
 Ticker: BRKA  
 ISIN: US0846701086  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	WARREN E. BUFFETT	Mgmt	For
	CHARLES T. MUNGER	Mgmt	For
	HOWARD G. BUFFETT	Mgmt	For
	SUSAN L. DECKER	Mgmt	For
	WILLIAM H. GATES III	Mgmt	For
	DAVID S. GOTTESMAN	Mgmt	For
	CHARLOTTE GUYMAN	Mgmt	For
	DONALD R. KEOUGH	Mgmt	For
	THOMAS S. MURPHY	Mgmt	For
	RONALD L. OLSON	Mgmt	For
	WALTER SCOTT, JR.	Mgmt	For

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

Agen

-----  
 Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2008  
 Ticker: BBY  
 ISIN: US0865161014  
 -----

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

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

01	DIRECTOR BRADBURY H. ANDERSON* K.J. HIGGINS VICTOR* ALLEN U. LENZMEIER* ROGELIO M. REBOLLEDO* FRANK D. TRESTMAN* GEORGE L. MIKAN III**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2009.	Mgmt	For
03	APPROVAL OF THE BEST BUY CO., INC. 2008 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	APPROVAL OF AN AMENDMENT TO THE BEST BUY CO., INC. RESTATED ARTICLES OF INCORPORATION.	Mgmt	Against

---

BIOGEN IDEC INC.

Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 19-Jun-2008  
 Ticker: BIIB  
 ISIN: US09062X1037

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STELIOS PAPADOPOULOS CECIL PICKETT LYNN SCHENK PHILLIP SHARP	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	TO APPROVE OUR 2008 OMNIBUS EQUITY PLAN.	Mgmt	For
04	TO APPROVE OUR 2008 PERFORMANCE-BASED MANAGEMENT INCENTIVE PLAN.	Mgmt	For
05	SHAREHOLDER PROPOSAL TO AMEND THE COMPANY'S BYLAWS.	Shr	Against

---

BRITISH AMERICAN TOBACCO PLC

Agen

Security: G1510J102  
 Meeting Type: AGM

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

Meeting Date: 30-Apr-2008  
 Ticker:  
 ISIN: GB0002875804

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the 2007 financial statements and statutory reports	Mgmt	For
2.	Approve the 2007 remuneration report	Mgmt	For
3.	Declare a final dividend of 47.60 pence per ordinary share for 2007	Mgmt	For
4.	Re-appoint PricewaterhouseCoopers LLP as the Auditors of the Company	Mgmt	For
5.	Authorize the Directors to agree the Auditors' remuneration	Mgmt	For
6.a	Re-appoint Mr. Jan Du plessis as a Director, who retires by rotation	Mgmt	For
6.b	Re-appoint Mr. Ana Maria Llopis as a Director, who retires by rotation	Mgmt	For
6.c	Re-appoint Mr. Anthony Ruys as a Director, who retires by rotation	Mgmt	For
7.a	Re-appoint Mr. Karen De Segundo as a Director	Mgmt	For
7.b	Re-appoint Mr. Nicandro Durante as a Director	Mgmt	For
7.c	Re-appoint Mr. Christine Morin-Postel as a Director	Mgmt	For
7.d	Re-appoint Mr. Ben Stevens as Director	Mgmt	For
8.	Authorize the Directors, to issue of equity or equity-linked securities with pre-emptive rights up to aggregate nominal amount of GBP 168,168,576	Mgmt	For
S.9	Authorize the Director, to issue the equity or equity-linked securities without pre-emptive rights up to aggregate nominal Amount of GBP 25,225,286	Mgmt	For
10.	Approve the Waiver of Offer Obligation	Mgmt	For
S.11	Authorize the Company to make market purchase of 201,800,000 ordinary shares of its own shares	Mgmt	For
S.12	Adopt the new Articles of Association	Mgmt	For

CAPITA GROUP PLC, LONDON

Agen

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

Security: G1846J107  
 Meeting Type: EGM  
 Meeting Date: 06-Sep-2007  
 Ticker:  
 ISIN: GB0001734747

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	<p>Approve, subject to and conditional upon admission of the New Ordinary Shares [as defined below] to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange becoming effective: that all the ordinary shares of 2p each in the capital of the Company which at 4.30 pm on 14 SEP 2007 [or such other time and date as the Directors of the Company may determine] are shown in the books of the Company as authorized, whether issued or unissued, shall be subdivided into new ordinary shares of 1/15p each in the capital of the Company [the Intermediate Ordinary Shares]; that, immediately thereafter, all Intermediate Ordinary Shares that are unissued shall be consolidated into new ordinary shares of 2 1/15p each in the capital of the Company [the Unissued New Ordinary Shares], provided that, where such consolidation would otherwise result in a fraction of an Unissued New Ordinary Share, that number of Intermediate Ordinary Shares which would otherwise constitute, such fraction shall be cancelled pursuant to Section 121(2) (e) of the Companies Act 1985; and that, immediately thereafter, all Intermediate Ordinary Shares that are in issue shall be consolidated into New Ordinary Shares of 2 1/15p each in the capital of the Company [the New Ordinary Shares], provided that, where such consolidation results in any shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall so far as possible, be aggregated with the fractions of a New Ordinary Share to which other Shareholders of the Company may be entitled; and authorize the Directors of the Company in accordance with the Company's Articles of Association, to sell [or appoint any other person to sell], on behalf of the relevant shareholders, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale [net of expenses] in due proportion among the relevant shareholders entitled thereto [save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrars of the Company] and to execute an instrument of transfer in respect of such shares on behalf of the relevant Shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or</p>	Mgmt	For

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

- in accordance with the directions of, any buyer of any such shares
2. Authorize the Directors, subject to and conditional upon the passing of Resolution 1 and in accordance with Section 80[1] of the Companies Act 1985 [Act], to allot relevant securities [Section 80(2) of the Act] up to an aggregate nominal amount of GBP 5,270,284; [Authority expires at the conclusion of the next AGM of the Company]; 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, pursuant to Section 95 of the Act, to allot equity securities [Section 94(2) of the Act] for cash, pursuant to the authority conferred by Resolution 2 above, disapplying the statutory pre-emption rights [Section 89(1)], provided that this power is limited to the allotment of equity securities: a) in connection with a rights issue, open offer or other offer of securities in favor of ordinary shareholders; and b) up to an aggregate nominal amount of GBP 798,528; [Authority expires upon the expiry of the general authority conferred by Resolution 2]; and the Directors may allot equity securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry
- Mgmt For
- S.4 Authorize the Company, subject to and conditional upon the passing of Resolution 1 and pursuant to the Company's Articles of Association, to make market purchases [Section 163(3) of the Companies Act 1985] of up to 59,882,103 ordinary shares of 2 1/15p each in the capital of the Company, at a minimum price which may be paid for an ordinary shares is the nominal value of such share and the maximum price paid is an amount equal to 105% above the average of the middle market quotations of the Company's New Ordinary Shares, as derived from the London Stock Exchange Daily Official List, over the previous 5 business days; [Authority expires the earlier of the conclusion of the AGM of the Company or 18 months]; 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; all shares purchased, pursuant to this authority conferred by this Resolution shall be cancelled immediately on the completion of the purchase
- Mgmt For
- S.5 Authorize the Directors to appropriate sufficient distributable profits of the Company [as shown in the interim accounts for the period ended 30 JUN 2006] to the payment of the Interim Dividend in respect of the Company's ordinary shares of 2.7p per share paid on 06 OCT 2006 [the '2006 Interim Dividend'] to shareholders
- Mgmt For

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

on the register at the close of business on 01 SEP 2006 [the '2006 Record date']; and approve that: any and all claims which the Company may have in respect of the payment of the 2006 Interim Dividend in respect of the Company's ordinary shares against its shareholders who appeared on the register of shareholders on the 2006 Record Date be released with effect from 06 OCT 2006 and a deed of release in favor of such shareholders be entered into by the Company in the form of the specified deed; that any distribution involved in the giving of any such release in relation to the Interim Dividend be made out of the profits appropriated to the 2006 Interim Dividend as aforesaid by reference to a record date identical to the 2006 Record Date; that any and all claims which the Company may have against its Directors [both past and present] arising out of the payment of the 2006 Interim Dividend or the repurchases by the Company of its own shares carried out between OCT 2005 and MAR 2007 [inclusive] be released and that a deed of release in favor of the Company's Directors be entered into by the Company in the form of the specified deed

-----  
 CISCO SYSTEMS, INC.

Agen

-----  
 Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2007  
 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
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

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

1K	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1L	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	For
02	TO APPROVE THE AMENDMENT AND EXTENSION OF THE 2005 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE THE EXECUTIVE INCENTIVE PLAN WITH RESPECT TO CURRENT AND FUTURE COVERED EMPLOYEES AND EXECUTIVE OFFICERS.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 26, 2008.	Mgmt	For
05	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
06	PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT THE BOARD ESTABLISH A PAY-FOR-SUPERIOR-PERFORMANCE STANDARD IN THE COMPANY'S EXECUTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVES.	Shr	For
07	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ADOPT A POLICY THAT SHAREHOLDERS BE GIVEN THE OPPORTUNITY AT EACH ANNUAL MEETING OF SHAREHOLDERS TO VOTE ON AN ADVISORY RESOLUTION TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Shr	For
08	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 ACCOMPANYING PROXY STATEMENT.	Shr	Against

---

CITIGROUP INC.

Agen

Security: 172967101  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2008  
 Ticker: C  
 ISIN: US1729671016

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: C. MICHAEL ARMSTRONG	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Mgmt	Against

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

1C	ELECTION OF DIRECTOR: SIR WINFRIED BISCHOFF	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH T. DERR	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Mgmt	For
1F	ELECTION OF DIRECTOR: ROBERTO HERNANDEZ RAMIREZ	Mgmt	For
1G	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Mgmt	For
1H	ELECTION OF DIRECTOR: ANNE MULCAHY	Mgmt	Against
1I	ELECTION OF DIRECTOR: VIKRAM PANDIT	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	Against
1K	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1L	ELECTION OF DIRECTOR: ROBERT E. RUBIN	Mgmt	For
1M	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1N	ELECTION OF DIRECTOR: FRANKLIN A. THOMAS	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
03	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.	Shr	Against
04	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
05	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVE COMPENSATION BE LIMITED TO 100 TIMES THE AVERAGE COMPENSATION PAID TO WORLDWIDE EMPLOYEES.	Shr	Against
06	STOCKHOLDER PROPOSAL REQUESTING THAT TWO CANDIDATES BE NOMINATED FOR EACH BOARD POSITION.	Shr	Against
07	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON THE EQUATOR PRINCIPLES.	Shr	Against
08	STOCKHOLDER PROPOSAL REQUESTING THE ADOPTION OF CERTAIN EMPLOYMENT PRINCIPLES FOR EXECUTIVE OFFICERS.	Shr	For
09	STOCKHOLDER PROPOSAL REQUESTING THAT CITI AMEND ITS GHG EMISSIONS POLICIES.	Shr	Against
10	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON HOW INVESTMENT POLICIES ADDRESS OR COULD ADDRESS HUMAN RIGHTS ISSUES.	Shr	Against
11	STOCKHOLDER PROPOSAL REQUESTING AN INDEPENDENT BOARD CHAIRMAN.	Shr	Against
12	STOCKHOLDER PROPOSAL REQUESTING AN ADVISORY VOTE TO RATIFY EXECUTIVE COMPENSATION.	Shr	For
CV	PLEASE INDICATE IF YOU WOULD LIKE TO KEEP YOUR	Mgmt	For

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

VOTE CONFIDENTIAL UNDER THE CURRENT POLICY.

-----  
 COACH, INC.

Agen

Security: 189754104  
 Meeting Type: Annual  
 Meeting Date: 08-Nov-2007  
 Ticker: COH  
 ISIN: US1897541041  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	LEW FRANKFORT	Mgmt	For
	SUSAN KROPF	Mgmt	For
	GARY LOVEMAN	Mgmt	For
	IVAN MENEZES	Mgmt	For
	IRENE MILLER	Mgmt	For
	KEITH MONDA	Mgmt	For
	MICHAEL MURPHY	Mgmt	For
	JIDE ZEITLIN	Mgmt	For

-----  
 COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 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 M. 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: REUBEN MARK	Mgmt	For
1I	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For

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

1J	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	AMEND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK	Mgmt	For

-----  
COMCAST CORPORATION

Agen

-----  
 Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: CMCSA  
 ISIN: US20030N1019  
 -----

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	For For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
04	APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	ADOPT A RECAPITALIZATION PLAN	Shr	For
06	IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000	Shr	Against
07	NOMINATE TWO DIRECTORS FOR EVERY OPEN DIRECTORSHIP	Shr	Against
08	REQUIRE A PAY DIFFERENTIAL REPORT	Shr	Against
09	PROVIDE CUMULATIVE VOTING FOR CLASS A SHAREHOLDERS IN THE ELECTION OF DIRECTORS	Shr	Against
10	ADOPT PRINCIPLES FOR COMPREHENSIVE HEALTH CARE	Shr	Against

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

REFORM

11 ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION Shr For

-----  
 COMPANHIA VALE DO RIO DOCE

Agen

Security: 204412209  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2008  
 Ticker: RIO  
 ISIN: US2044122099  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01A	APPRECIATION OF THE MANagements' REPORT AND ANALYSIS, DISCUSSION AND VOTE ON THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007	Mgmt	No vote
01B	PROPOSAL FOR THE DESTINATION OF PROFITS OF THE SAID FISCAL YEAR AND APPROVAL OF THE INVESTMENT BUDGET FOR THE COMPANY	Mgmt	No vote
01C	APPOINTMENT OF THE MEMBERS OF THE FISCAL COUNCIL	Mgmt	No vote
01D	ESTABLISHMENT OF THE REMUNERATION OF THE SENIOR MANAGEMENT AND FISCAL COUNCIL MEMBERS	Mgmt	No vote
E2A	THE APPROVAL FOR THE PROTOCOL AND JUSTIFICATION OF MERGER OF FERRO GUSA CARAJAS S.A., A WHOLLY OWNED SUBSIDIARY OF THE COMPANY, PURSUANT TO ARTICLES 224 AND 225 OF THE BRAZILIAN CORPORATE LAW	Mgmt	No vote
E2B	TO RATIFY THE APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AUDITORES INDEPENDENTES, THE EXPERTS HIRED TO APPRAISE THE VALUE OF THE COMPANY TO BE MERGED	Mgmt	No vote
E2C	TO DECIDE ON THE APPRAISAL REPORT, PREPARED BY THE EXPERT APPRAISERS	Mgmt	No vote
E2D	THE APPROVAL FOR THE MERGER OF FERRO GUSA CARAJAS S.A., WITHOUT A CAPITAL INCREASE OR THE ISSUANCE OF NEW SHARES BY THE COMPANY	Mgmt	No vote

-----  
 COMPASS GROUP PLC, CHERTSEY SURREY

Agen

Security: G23296182  
 Meeting Type: AGM  
 Meeting Date: 08-Feb-2008  
 Ticker:

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

ISIN: GB0005331532

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive and adopt the Directors' annual report and accounts and the Auditors' report thereon	Mgmt	For
2.	Approve and adopt the Directors' remuneration report	Mgmt	For
3.	Approve to declare a final dividend on the ordinary shares	Mgmt	For
4.	Elect Sir James Crosby as a Director	Mgmt	For
5.	Elect Mr. Tim Parker as a Director	Mgmt	For
6.	Elect Ms. Susan Murray as a Director	Mgmt	For
7.	Re-elect Sir Roy Gardner as a Director	Mgmt	For
8.	Re-elect Mr. Steve Lucas as a Director	Mgmt	For
9.	Re-appoint Deloitte & Touche LLP as Auditors	Mgmt	For
10.	Authorize the Directors to agree the Auditors' remuneration	Mgmt	For
11.	Grant authority to allot shares [Section 80]	Mgmt	For
S.12	Grant authority to allot shares for cash [Section 89]	Mgmt	For
S.13	Grant authority to purchase shares	Mgmt	For
14.	Grant donations to EU political organizations	Mgmt	For
S.15	Approve to amend the current Articles of Association	Mgmt	For

CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: COP  
 ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1C	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For

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

02	TO AMEND AMENDED AND RESTATED BY-LAWS AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS	Mgmt	For
03	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
04	QUALIFICATIONS FOR DIRECTOR NOMINEES	Shr	Against
05	REPORT ON RECOGNITION OF INDIGENOUS RIGHTS	Shr	Against
06	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
07	POLITICAL CONTRIBUTIONS	Shr	Against
08	GREENHOUSE GAS REDUCTION	Shr	Against
09	COMMUNITY ACCOUNTABILITY	Shr	Against
10	DRILLING IN SENSITIVE/PROTECTED AREAS	Shr	Against
11	ENVIRONMENTAL IMPACT	Shr	Against
12	GLOBAL WARMING	Shr	Against

-----  
 CREDIT SUISSE GROUP, ZUERICH

Agen

-----  
 Security: H3698D419  
 Meeting Type: OGM  
 Meeting Date: 25-Apr-2008  
 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 vote
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 vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO DELETION OF A COMMENT. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE. IF YOU HAVE ALREADY SENT IN	Non-Voting	No vote

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

YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY  
FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL  
INSTRUCTIONS. THANK YOU.

-----  
CREDIT SUISSE GROUP, ZUERICH

Agenda

-----  
Security: H3698D419  
Meeting Type: OGM  
Meeting Date: 25-Apr-2008  
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 vote
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 442073, 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 vote
1.	Approve the annual report, the Parent Company's 2007 financial statements and the Group 2007 consolidated financial statements	Mgmt	No vote
2.	Grant discharge to the Members of the Board of Directors and the Executive Board	Mgmt	No vote
3.	Approve the capital reduction owing to completion of the share buy back program	Mgmt	No vote
4.	Approve the appropriation of retained earnings	Mgmt	No vote
5.1	Amend the Articles of Association: by amending the Corporate name [legal form]	Mgmt	No vote
5.2	Amend the Articles of Association by the deletion of provisions concerning contributions in kind	Mgmt	No vote
6.1.A	Re-elect Mr. Thomas W. Bechtler to the Board of Directors	Mgmt	No vote
6.1.B	Re-elect Mr. Robert H. Benmosche to the Board of Directors	Mgmt	No vote
6.1.C	Re-elect Mr. Peter Brabeck-Letmathe to the Board of Directors	Mgmt	No vote

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

6.1.D	Re-elect Mr. Jean Lanier to the Board of Directors	Mgmt	No vote
6.1.E	Re-elect Mr. Anton Van Rossum to the Board of Directors	Mgmt	No vote
6.1.F	Re-elect Mr. Ernst Tanner to the Board of Directors	Mgmt	No vote
6.2	Elect KPMG Klynveld Peat Marwick Goerdeler SA as Independent Auditors and the Group Independent Auditors	Mgmt	No vote
6.3	Elect BDO Visura as the Special Auditors	Mgmt	No vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE AND RECEIPT OF AUDITORS NAMES. 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

-----  
 CVS/CAREMARK CORPORATION

Agen

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 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 GIBNEY WILLIAMS	Mgmt	For
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	Mgmt	For

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

PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.

03	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING TAX GROSS-UP PAYMENTS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against

---

DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: MITCHELL P. RALES	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, 2008.	Mgmt	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL URGING THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS TO ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER.	Shr	For

---

DELL INC.

Agen

Security: 24702R101  
 Meeting Type: Annual  
 Meeting Date: 04-Dec-2007  
 Ticker: DELL  
 ISIN: US24702R1014

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DONALD J. CARTY MICHAEL S. DELL WILLIAM H. GRAY, III	Mgmt Mgmt Mgmt	For For For

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

	SALLIE L. KRAWCHECK	Mgmt	For
	ALAN (A.G.) LAFLEY	Mgmt	For
	JUDY C. LEWENT	Mgmt	For
	KLAUS S. LUFT	Mgmt	For
	THOMAS W. LUCE, III	Mgmt	For
	ALEX J. MANDL	Mgmt	For
	MICHAEL A. MILES	Mgmt	For
	SAM NUNN	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITOR	Mgmt	For
03	APPROVAL OF THE AMENDED AND RESTATED 2002 LONG-TERM INCENTIVE PLAN	Mgmt	For
SH1	EXECUTIVE STOCKOWNERSHIP GUIDELINES	Shr	For
SH2	DECLARATION OF DIVIDEND	Shr	Against

-----

DIAMOND OFFSHORE DRILLING, INC.

Agen

-----

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: DO  
 ISIN: US25271C1027

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JAMES S. TISCH	Mgmt	Withheld
	LAWRENCE R. DICKERSON	Mgmt	Withheld
	JOHN R. BOLTON	Mgmt	For
	CHARLES L. FABRIKANT	Mgmt	Withheld
	PAUL G. GAFFNEY II	Mgmt	For
	HERBERT C. HOFMANN	Mgmt	Withheld
	ARTHUR L. REBELL	Mgmt	Withheld
	RAYMOND S. TROUBH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2008.	Mgmt	For

-----

DSG INTL PLC

Agen

-----

Security: G28473109  
 Meeting Type: AGM  
 Meeting Date: 05-Sep-2007  
 Ticker:  
 ISIN: GB0000472455

-----

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

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

		Type	
1.	Receive the Directors' report, financial statements and the Auditors' report	Mgmt	For
2.	Declare a final dividend of 6.85 pence per ordinary share	Mgmt	For
3.	Re-appoint Mr. Kevin O'Byrne as a Director	Mgmt	For
4.	Re-appoint Sir John Collins as a Director	Mgmt	For
5.	Re-appoint Count Emmanuel d'Andre as a Director	Mgmt	For
6.	Re-appoint Deloitte & Touche LLP as the Auditors of the Company	Mgmt	For
7.	Authorize the Board of Directors to agree the remuneration of the Auditors	Mgmt	For
8.	Approve the remuneration report	Mgmt	For
9.	Authorize the Company to make EU Political Organization Donations and to incur EU Political Expenditure up to GBP 25,000	Mgmt	For
10.	Authorize the Directors to issue of equity or equity-linked securities with pre-emptive rights up to aggregate nominal amount of GBP 15,316,846	Mgmt	For
S.11	Authorize the Directors to issue of equity or equity-linked securities without pre-emptive rights up to aggregate nominal amount of GBP 2,297,526	Mgmt	For
S.12	Authorize the Company to purchase 183,000,000 ordinary shares for market purchase	Mgmt	For
S.13	Authorize the Company to use electronic communications	Mgmt	For
S.14	Amend Articles of Association	Mgmt	For

-----  
 DUKE ENERGY CORPORATION

-----  
 Agen

Security: 26441C105  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: DUK  
 ISIN: US26441C1053  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM BARNET, III G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING	Mgmt Mgmt Mgmt	For For For

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

	DANIEL R. DIMICCO	Mgmt	For
	ANN MAYNARD GRAY	Mgmt	For
	JAMES H. HANCE, JR.	Mgmt	For
	JAMES T. RHODES	Mgmt	For
	JAMES E. ROGERS	Mgmt	For
	MARY L. SCHAPIRO	Mgmt	For
	PHILIP R. SHARP	Mgmt	For
	DUDLEY S. TAFT	Mgmt	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2008	Mgmt	For
03	APPROVAL OF THE AMENDED AND RESTATED DUKE ENERGY CORPORATION EXECUTIVE SHORT-TERM INCENTIVE PLAN	Mgmt	For

---

E. I. DU PONT DE NEMOURS AND COMPANY

Agen

---

Security: 263534109  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2008  
 Ticker: DD  
 ISIN: US2635341090

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD H. BROWN ROBERT A. BROWN BERTRAND P. COLLOMB CURTIS J. CRAWFORD ALEXANDER M. CUTLER JOHN T. DILLON ELEUTHERE I. DU PONT MARILLYN A. HEWSON CHARLES O. HOLLIDAY, JR LOIS D. JULIBER SEAN O'KEEFE WILLIAM K. REILLY	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	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ON PLANT CLOSURE	Shr	Against
04	ON SEPARATION OF POSITIONS OF CHAIRMAN AND CEO	Shr	For
05	ON GLOBAL WARMING REPORT	Shr	Against
06	ON AMENDMENT TO HUMAN RIGHTS POLICY	Shr	Against
07	ON SHAREHOLDER SAY ON EXECUTIVE PAY	Shr	For

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

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

Agen

Security: D24909109  
 Meeting Type: AGM  
 Meeting Date: 30-Apr-2008  
 Ticker:  
 ISIN: DE0007614406  
 -----

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 THE TRUE RECORD DATE FOR THIS MEETING IS 09 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
1.	Presentation of the financial statements and annual report for the 2007 FY with the report of the Supervisory Board, the group financial statements and group annual report, and the report of the Board of MDs 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 2,589,653,406.20 as follows: Payment of a dividend of EUR 4.10 per no-par share Ex-dividend and payable date: 02 May 2008	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.A	Elect Mr. Ulrich Hartmann as a member of the Supervisory Board	Mgmt	For
5.B	Elect Mr. Ulrich Hocker as a member of the Supervisory Board	Mgmt	For
5.C	Elect Prof. Dr. Ulrich Lehner as a member of the Supervisory Board	Mgmt	For
5.D	Elect Mr. Bard Mikkelsen as a member of the Supervisory Board	Mgmt	For

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

5. E	Elect Dr. Henning Schulte-Noelle as a member of the Supervisory Board	Mgmt	For
5.F	Elect Ms. Karen de Segundo as a member of the Supervisory Board	Mgmt	For
5.G	Elect Dr. Theo Siegert as a member of the Supervisory Board	Mgmt	For
5.H	Elect Prof. Dr. Wilhelm Simson as a member of the Supervisory Board	Mgmt	For
5.I	Elect Dr. Georg Freiherr von Waldenfels as a member of the Supervisory Board	Mgmt	For
5.J	Elect Mr. Werner Wenning as a member of the Supervisory Board	Mgmt	For
6.	Appointment of auditors for the 2008 FY: PricewaterhouseCoopers AG, Duesseldorf	Mgmt	For
7.	Renewal of the authorization to acquire own shares the Board of Managing Directors shall be authorized to acquire shares of the Company of up to 10% of its share capital, on or before 30 OCT 2009 the shares may be acquired through the stock exchange at a price neither more than 10% above, nor more than 20% below the market price of the shares, by way of a public repurchase offer to all shareholders or by means of a public offer for the exchange of liquid shares which are admitted to trading on an organized market at a price not differing more than 20% from the market price of the shares, the Company shall also be authorized to acquire own shares of up to 5% of its share capital by using derivatives in the form of call or put options if the exercise price is neither more than 10% above nor more than 20% below the market price of the shares, within a period of 1 year the Board of Managing Directors shall be authorized to dispose of the shares in a manner other than the stock exchange or an offer to all shareholders if the shares are sold at a price not materially below their market price, to use the shares in connection with mergers and acquisitions or for satisfying existing conversion or option rights, to offer the shares to executives and employees of the Company and its affiliates, and to retire the shares	Mgmt	For
8.	Resolution on the conversion of the Company's bearer shares into registered shares	Mgmt	For
9.	Resolution on a capital increase from Company reserves, a split of the Company's share capital, and the correspondent amendments to the Article of Association a) the share capital of EUR 1,734,200,000 shall be increased by EUR 266,800,000 to EUR 2,001,000,000 through the conversion	Mgmt	For

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

of capital reserves of EUR 266,800,000 without the issue of new shares b) the Company's share capital of then EUR 2,001,000,000 shall be redenominated by way of a 3-for-1 stock split into 2,001,000,000 registered shares with a theoretical par value of EUR 1 each the remuneration of the Supervisory Board shall be adjusted in respect of the variable remuneration

10.	Amendments to the Article of Association as follows: a) Resolution on an amendment to the article of association, in accordance with the new Transparency Directive Implementation Law Section 23(2), register the Company being authorized to transmit information to shareholders by electronic means b) Sections 15(2)2 and 15(3)2, registered members of the nominee committee being exempted from the additional remuneration c) Section 19(1), register the Chairman of the Supervisory Board or another member of the Supervisory Board appointed by the Chairman being the Chairman of the shareholders meeting	Mgmt	For
-----	---	------	-----

11.	Approval of the control and profit transfer agreement with the Company's wholly-owned subsidiary Fuen fzehnte Verwaltungs GmbH, effective retroactively from 01 JAN 2008 until at least 31 DEC 2012	Mgmt	For
-----	---	------	-----

12.	Approval of the control and profit transfer agreement with the Company's wholly-owned subsidiary Sech zehnte Verwaltungs GmbH, effective retroactively from 01 JAN 2008 until at least 31 DEC 2012 Entitled to vote are those shareholders of record on 09 APR 2008, who provide written evidence of such holding and who register with the Company on or before 23 APR 2008	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

-----  
 EBAY INC.

Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 19-Jun-2008  
 Ticker: EBAY  
 ISIN: US2786421030  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRED D. ANDERSON	Mgmt	For

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

1B	ELECTION OF DIRECTOR: EDWARD W. BARNHOLT	Mgmt	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
02	APPROVAL OF OUR 2008 EQUITY INCENTIVE AWARD PLAN.	Mgmt	For
03	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For

---

EDISON INTERNATIONAL Agen

Security: 281020107  
Meeting Type: Annual  
Meeting Date: 24-Apr-2008  
Ticker: EIX  
ISIN: US2810201077

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR J.E. BRYSON V.C.L. CHANG F.A. CORDOVA T.F. CRAVER, JR. C.B. CURTIS B.M. FREEMAN L.G. NOGALES R.L. OLSON J.M. ROSSER R.T. SCHLOSBERG, III T.C. SUTTON BRETT WHITE	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	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL REGARDING "SHAREHOLDER SAY ON EXECUTIVE PAY."	Shr	For

---

ELI LILLY AND COMPANY Agen

Security: 532457108  
Meeting Type: Annual  
Meeting Date: 21-Apr-2008  
Ticker: LLY  
ISIN: US5324571083

---

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.L. ESKEW A.G. GILMAN K.N. HORN J.C. LECHLEITER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITORS FOR 2008	Mgmt	For
03	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF THE BOARD	Mgmt	For
04	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE	Mgmt	Against
05	AMENDING THE COMPANY'S STOCK PLANS	Mgmt	For
06	PROPOSAL BY SHAREHOLDERS ON INTERNATIONAL OUTSOURCING OF ANIMAL RESEARCH	Shr	Against
07	PROPOSAL BY SHAREHOLDERS ON ALLOWING SHAREHOLDERS TO AMEND THE COMPANY'S BYLAWS	Shr	For
08	PROPOSAL BY SHAREHOLDERS ON ADOPTING A SIMPLE MAJORITY VOTE STANDARD	Shr	For
09	PROPOSAL BY SHAREHOLDERS ON REPORTING COMPANY'S POLITICAL CONTRIBUTIONS	Shr	Against

-----  
EMC CORPORATION

-----  
Agen

-----  
Security: 268648102  
Meeting Type: Annual  
Meeting Date: 21-May-2008  
Ticker: EMC  
ISIN: US2686481027  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MICHAEL W. BROWN MICHAEL J. CRONIN GAIL DEEGAN JOHN R. EGAN W. PAUL FITZGERALD OLLI-PEKKA KALLASVUO EDMUND F. KELLY WINDLE B. PRIEM PAUL SAGAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For Withheld For For For

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

	DAVID N. STROHM	Mgmt	For
	JOSEPH M. TUCCI	Mgmt	For
02	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	TO APPROVE AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION AND BYLAWS TO IMPLEMENT MAJORITY VOTE FOR DIRECTORS, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	Against
04	TO APPROVE AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION TO IMPLEMENT SIMPLE MAJORITY VOTE, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For

-----  
 EMERSON ELECTRIC CO.

Agen

-----  
 Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 05-Feb-2008  
 Ticker: EMR  
 ISIN: US2910111044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.N. FARR R.B. HORTON C.A. PETERS J.W. PRUEHER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

-----  
 EXXON MOBIL CORPORATION

Agen

-----  
 Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2008  
 Ticker: XOM  
 ISIN: US30231G1022  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN L.R. FAULKNER W.W. GEORGE J.R. HOUGHTON	Mgmt Mgmt Mgmt Mgmt	For For For For

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

	R.C. KING	Mgmt	For
	M.C. NELSON	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	S.S. REINEMUND	Mgmt	For
	W.V. SHIPLEY	Mgmt	For
	R.W. TILLERSON	Mgmt	For
	E.E. WHITACRE, JR.	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 47)	Mgmt	For
03	SHAREHOLDER PROPOSALS PROHIBITED (PAGE 49)	Shr	Against
04	DIRECTOR NOMINEE QUALIFICATIONS (PAGE 49)	Shr	Against
05	BOARD CHAIRMAN AND CEO (PAGE 50)	Shr	For
06	SHAREHOLDER RETURN POLICY (PAGE 52)	Shr	Against
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 53)	Shr	For
08	EXECUTIVE COMPENSATION REPORT (PAGE 55)	Shr	Against
09	INCENTIVE PAY RECOUPMENT (PAGE 57)	Shr	Against
10	CORPORATE SPONSORSHIPS REPORT (PAGE 58)	Shr	Against
11	POLITICAL CONTRIBUTIONS REPORT (PAGE 60)	Shr	Against
12	AMENDMENT OF EEO POLICY (PAGE 61)	Shr	Against
13	COMMUNITY ENVIRONMENTAL IMPACT (PAGE 63)	Shr	Against
14	ANWR DRILLING REPORT (PAGE 65)	Shr	Against
15	GREENHOUSE GAS EMISSIONS GOALS (PAGE 66)	Shr	Against
16	CO2 INFORMATION AT THE PUMP (PAGE 68)	Shr	Against
17	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 69)	Shr	Against
18	ENERGY TECHNOLOGY REPORT (PAGE 70)	Shr	Against
19	RENEWABLE ENERGY POLICY (PAGE 71)	Shr	Against

-----  
 FANNIE MAE

-----  
 Agen

-----  
 Security: 313586109  
 Meeting Type: Annual  
 Meeting Date: 14-Dec-2007  
 Ticker: FNM  
 ISIN: US3135861090  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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

	STEPHEN B. ASHLEY	Mgmt	For
	DENNIS R. BERESFORD	Mgmt	For
	LOUIS J. FREEH	Mgmt	For
	BRENDA J. GAINES	Mgmt	For
	KAREN N. HORN, PH.D.	Mgmt	For
	BRIDGET A. MACASKILL	Mgmt	For
	DANIEL H. MUDD	Mgmt	For
	LESLIE RAHL	Mgmt	For
	JOHN C. SITES, JR.	Mgmt	For
	GREG C. SMITH	Mgmt	For
	H. PATRICK SWYGERT	Mgmt	For
	JOHN K. WULFF	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.	Mgmt	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE FANNIE MAE STOCK COMPENSATION PLAN OF 2003.	Mgmt	For
04	PROPOSAL TO REQUIRE SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
05	PROPOSAL TO AUTHORIZE CUMULATIVE VOTING.	Shr	Against

-----  
 FEDEX CORPORATION

Agen

-----  
 Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 24-Sep-2007  
 Ticker: FDX  
 ISIN: US31428X1063  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: AUGUST A. BUSCH IV	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1D	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1E	ELECTION OF DIRECTOR: PHILIP GREER	Mgmt	For
1F	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1G	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For
1H	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1I	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For
1J	ELECTION OF DIRECTOR: CHARLES T. MANATT	Mgmt	For
1K	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For

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

1L	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For
1M	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
1N	ELECTION OF DIRECTOR: PETER S. WILLMOTT	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF CHAIRMAN AND CEO ROLES.	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON EXECUTIVE PAY.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING GLOBAL WARMING REPORT.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORT.	Shr	Against

-----  
 FORTIS SA/NV

Agen

-----  
 Security: B4399L102  
 Meeting Type: EGM  
 Meeting Date: 06-Aug-2007  
 Ticker:  
 ISIN: BE0003801181  
 -----

Prop.#	Proposal	Proposal Type	Proposal 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	Take No Action
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED.	Non-Voting	Take No Action
1.	Opening	Non-Voting	Take No Action
2.	Approve to make a public offer to be launched by Fortis, Royal Bank of Scotland and Santander through a jointly owned Company on 100% of the issued and outstanding share capital of ABN AMRO Holding N.V., and to thus acquire	Mgmt	Take No Action

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

- an economic interest in certain businesses of the ABN AMRO group; and to subsequently acquire certain businesses of the ABN AMRO group from the jointly owned company, all as specified
- |       |  |            |                |
|-------|--|------------|----------------|
| 3.1   | Special Report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with Article 604 of the Belgian Companies Code  | Non-Voting | Take No Action |
| 3.2.1 | Approve the proposal to cancel the unused balance of the authorized capital existing at the date of the publication in the Belgian State Gazette of the amendment to the Articles of Association of the Company resolved by the EGM of Shareholders of 06 AUG 2007 and to merge the paragraphs a) and b) in one paragraph worded as follows:<br>"a) Subject to Twinned Share Principle, the Board of Directors is authorized to increase the Company capital, in one or more transactions, with a maximum amount of one billion one hundred and forty-eight million one hundred and twelve thousand (1,148,112,000) Euros. This authorization is granted to the Board of Directors for a period of 3 years starting on the date of the publication in the Belgian State Gazette of the amendment to the Articles of Association of the Company resolved by the EGM of shareholders of 06 AUG 2007" | Mgmt       | Take No Action |
| 3.2.2 | Approve the proposal to include a new paragraph b) worded as follows: "b) furthermore, in the context of a public offer on, and the acquisition of certain businesses of ABN AMRO Holding N.V., the Board of Directors is authorized to increase the Company capital, with a maximum amount of four billion six hundred and nine million five hundred and eighty-four thousand [4,609,584,000] Euros; this additional authorization is granted to the Board of Directors until 31 MAR 2008 and will expire on that date if the Board of Directors has not partially or fully used it in the aforementioned context by such a date"   | Mgmt       | Take No Action |
| 3.2.3 | Approve the proposal to replace in paragraph c) the word 'authorization' with the word 'authorizations'  | Mgmt       | Take No Action |
| 3.3   | Approve the proposal to delegate authority to the Company Secretary, with power to sub-delegate, to coordinate the text of the Articles of Association in accordance with the decisions made   | Mgmt       | Take No Action |
| 4.    | Closing  | Non-Voting | Take No Action |

-----  
 FORTIS SA/NV

-----  
 Agen

-----  
 Security: B4399L102

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

Meeting Type: EGM  
 Meeting Date: 06-Aug-2007  
 Ticker:  
 ISIN: BE0003801181

Prop.#	Proposal	Proposal Type	Proposal 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	Take No Action
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	Take No Action
1.	Opening	Non-Voting	Take No Action
2.	Approve to make a public offer to be launched by Fortis, Royal Bank of Scotland and Santander through a jointly owned Company on 100% of the issued and outstanding share capital of ABN AMRO Holding N.V., and to thus acquire an economic interest in certain businesses of the ABN AMRO Group; and ii) to subsequently acquire certain businesses of the ABN AMRO Group from the jointly owned company, as specified	Mgmt	Take No Action
3.1	Amend Article 8 of the Articles of Association as specified	Mgmt	Take No Action
3.2	Authorize any and all Members of the Board of Directors as well as any and all Civil-Law notaries, associates and paralegals practicing with De Brauw Blackstone Westbroek to draw up the draft of the required notarial deed of amendment to the Articles of Association, to apply for the required ministerial declaration of no-objection, as well as to execute the notarial deed of amendment to the Articles of Association	Mgmt	Take No Action
4.	Closure	Non-Voting	Take No Action

GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual

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

Meeting Date: 07-May-2008  
 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: C.H. GOODMAN	Mgmt	For
1E	ELECTION OF DIRECTOR: J.L. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: G.A. JOULWAN	Mgmt	For
1G	ELECTION OF DIRECTOR: P.G. KAMINSKI	Mgmt	For
1H	ELECTION OF DIRECTOR: J.M. KEANE	Mgmt	For
1I	ELECTION OF DIRECTOR: D.J. LUCAS	Mgmt	For
1J	ELECTION OF DIRECTOR: L.L. LYLES	Mgmt	For
1K	ELECTION OF DIRECTOR: C.E. MUNDY, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: J.C. REYES	Mgmt	For
1M	ELECTION OF DIRECTOR: R. WALMSLEY	Mgmt	For
02	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL WITH REGARD TO ETHICAL CRITERIA FOR MILITARY CONTRACTS	Shr	Against
04	SHAREHOLDER PROPOSAL WITH REGARD TO SPECIAL SHAREHOLDER MEETINGS	Shr	Against

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2008  
 Ticker: GE  
 ISIN: US3696041033

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A2	ELECTION OF DIRECTOR: SIR WILLIAM M. CASTELL	Mgmt	For

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

A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: CLAUDIO X. GONZALEZ	Mgmt	Against
A5	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A6	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A7	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A8	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A10	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A12	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A13	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A14	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B	RATIFICATION OF KPMG	Mgmt	For
01	CUMULATIVE VOTING	Shr	Against
02	SEPARATE THE ROLES OF CEO AND CHAIRMAN	Shr	For
03	RECOUP UNEARNED MANAGEMENT BONUSES	Shr	Against
04	CURB OVER-EXTENDED DIRECTORS	Shr	For
05	REPORT ON CHARITABLE CONTRIBUTIONS	Shr	Against
06	GLOBAL WARMING REPORT	Shr	Against
07	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

---

GENZYME CORPORATION

Agen

Security: 372917104  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 Ticker: GENZ  
 ISIN: US3729171047

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	THE RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME	Mgmt	For

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

1B	THE RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX	Mgmt	For
1C	THE RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER	Mgmt	For
1D	THE RE-ELECTION OF DIRECTOR: CHARLES L. COONEY	Mgmt	For
1E	THE RE-ELECTION OF DIRECTOR: RICHARD F. SYRON	Mgmt	Against
02	A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK COVERED BY THE PLAN BY 2,250,000 SHARES.	Mgmt	For
03	A PROPOSAL TO AMEND THE 2007 DIRECTOR EQUITY PLAN TO SPECIFY THE AUTOMATIC GRANT PROVISIONS UNDER THE PLAN.	Mgmt	For
04	A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2008.	Mgmt	For

-----  
 GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 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 GAYLE E. WILSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	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, 2008.	Mgmt	For
03	TO APPROVE THE PROPOSED AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	For
04	TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF GILEAD'S COMMON STOCK FROM 1,400,000,000 TO 2,800,000,000 SHARES.	Mgmt	For

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

-----  
 GOLDCORP INC.

Agen

Security: 380956409  
 Meeting Type: Annual and Special  
 Meeting Date: 20-May-2008  
 Ticker: GG  
 ISIN: CA3809564097  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY C. KEVIN MCARTHUR JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S 2005 STOCK OPTION PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR;	Mgmt	For
D	A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S RESTRICTED SHARE PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR;	Mgmt	For
E	A RESOLUTION CONFIRMING A NEW GENERAL BY-LAW FOR THE COMPANY, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.	Mgmt	For

-----  
 GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: GOOG  
 ISIN: US38259P5089  
 -----

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

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

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	For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GOOGLE INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	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 THEREUNDER BY 6,500,000.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING THE CREATION OF A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against

-----  
HESS CORPORATION

Agen

-----  
Security: 42809H107  
Meeting Type: Annual  
Meeting Date: 07-May-2008  
Ticker: HES  
ISIN: US42809H1077  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR E.E. HOLIDAY J.H. MULLIN J.J. O'CONNOR F.B. WALKER R.N. WILSON	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
04	APPROVAL OF THE 2008 LONG-TERM INCENTIVE PLAN.	Mgmt	For

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

HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2008  
 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.A. HACKBORN	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	TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2008	Mgmt	For

HSBC HOLDINGS PLC, LONDON

Agen

Security: G4634U169  
 Meeting Type: AGM  
 Meeting Date: 30-May-2008  
 Ticker:  
 ISIN: GB0005405286

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the annual accounts and reports of the Directors and of the Auditors for the 2007	Mgmt	For
2.	Approve the Directors' remuneration report for 2007	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

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

3.3	Re-elect Mr. J. D. Coombe as a Director	Mgmt	For
3.4	Re-elect Mr. J. L .Duran as a Director	Mgmt	For
3.5	Re-elect Mr. D. J. Flint as a Director	Mgmt	For
3.6	Re-elect Mr. A. A. Flockhart as a Director	Mgmt	For
3.7	Re-elect Mr. W. K .L .Fung as a Director	Mgmt	For
3.8	Re-elect Mr. S. T. Gulliver as a Director	Mgmt	For
3.9	Re-elect Mr. J .W .J. Hughes-Hallett as a Director	Mgmt	For
3.10	Re-elect Mr. W. S. H. Laidlaw as a Director	Mgmt	For
3.11	Re-elect Mr. N. R. N. Murthy as a Director	Mgmt	For
3.12	Re-elect Mr. S. W. Newton as a Director	Mgmt	For
4.	Re-appoint KPMG Audit Plc as the Auditor at remuneration to be determined by the Group Audit Committee	Mgmt	For
5.	Authorize the Directors to allot shares	Mgmt	For
S.6	Approve to disapply the pre-emption rights	Mgmt	For
7.	Authorize the Company to purchase its own ordinary shares	Mgmt	For
S.8	Approve to alter the Article of Association	Mgmt	For
S.9	Approve to alter the Article of Association with effect from 01 OCT 2008	Mgmt	For
10.	Amend the rules for the HSBC Share Plan	Mgmt	For

---

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
Meeting Type: Annual  
Meeting Date: 02-May-2008  
Ticker: ITW  
ISIN: US4523081093

---

Prop.#	Proposal	Proposal Type	Proposal Vote
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

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

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	REAPPROVAL OF THE PERFORMANCE FACTORS AND AWARD LIMIT UNDER THE EXECUTIVE INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2008.	Mgmt	For

---

IMPERIAL TOBACCO GROUP PLC, BRISTOL

Agen

Security: G4721W102  
Meeting Type: AGM  
Meeting Date: 29-Jan-2008  
Ticker:  
ISIN: GB0004544929

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the accounts for the FYE 30 SEP 2007, together with the Auditors report thereon	Mgmt	For
2.	Approve the Director's remuneration report for the FYE 30 SEP 2007, together with the Auditors' report thereon	Mgmt	For
3.	Declare a final dividend for the FYE 30 SEP 2007 of 48.5 pence per ordinary share of 10 pence payable on 15 FEB 2008 to those shareholders on the register at the close of the Business on 18 JAN 2008	Mgmt	For
4.	Elect Mrs. Alison J. Cooper as a Director of the Company	Mgmt	For
5.	Re-elect Mr. Gareth Davis as a Director of the Company	Mgmt	For
6.	Re-elect Mr. Robert Dyrbus as a Director of the Company	Mgmt	For
7.	Elect Mr. Michael H. C. Herlihy as a Director of the Company	Mgmt	For
8.	Re-elect Ms. Susan E. Murray as a Director of	Mgmt	For

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

	the Company		
9.	Elect Mr. Mark D. Williamson as a Director of the Company	Mgmt	For
10.	Re-appoint PricewaterhouseCoopers LLP as the Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company	Mgmt	For
11.	Authorize the Directors to set the remuneration of the Auditors	Mgmt	For
12.	Authorize the Company and its subsidiaries, in accordance with Section 366 of the Companies Act 2006 [the "2006 Act"], to make donations to political organizations or independent election candidates, as defined in Section 363 and 364 of the 2006 Act, not exceeding GBP 100,000 in total; and to incur political expenditure, as defined in Section 365 of the 2006 Act, not exceeding GBP 100,000 in total; [Authority expires the earlier of the conclusion of the AGM of the Company held in 2009 or 30 APR 2009]	Mgmt	For
13.	Approve to extend the authority of the Directors or a duly authorized committee of the Directors to grant options over the ordinary shares in the Company under the French appendix [Appendix 4] to the Imperial Tobacco Group International Sharesave Plan by a 38 month period as permitted under Rule 13 of Appendix 4; [Authority shall expire on 29 MAR 2011]	Mgmt	For
14.	Authorize the Directors, in substitution of the existing authorities and for the purpose of Section 80 of the Companies Act 1985 [ the Act], to allot relevant securities [Section 80(2) of the Act] up to an aggregate nominal amount of GBP 24,300,000; [Authority expires at the earlier of the conclusion of the next AGM of the Company or on 30 APR 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.15	Authorize the Directors, subject to the passing of Resolution 14 and pursuant to Section 95(2) of the Companies Act 1985 [the 1985 Act], to allot equity securities [Section 94 of the 1985 Act [other than Section 94(3A) of the 1985 Act] whether for cash pursuant to the authority conferred by Resolution 14 or otherwise in the case of treasury shares [Section 162A of the 1985 Act], disapplying the statutory pre-emption rights [Section 89(1)] of the 1985 Act, provided that this power is limited to the allotment of equity securities: a) in connection with a rights issue in favor of ordinary shareholders; b) up to an aggregate nominal amount of GBP 3,645,000; [Authority expires the earlier of	Mgmt	For

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

the conclusion of the next AGM of the Company or 30 APR 2009]; and the Directors may allot equity securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry

- |      |  |      |     |
|------|--|------|-----|
| S.16 | Authorize the Company, in accordance with Article 5 of the Company's Article of Association and the Companies Act 1985 [ the 1985 Act], for the purpose of Section 166 of the Act, to make market purchases [Section 163(3) of the 1985 Act] of up to 72,900,000 ordinary shares of 10 pence each on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for purposes set out in Section 163(3) of the 1985 Act, at a minimum price of 10 pence [exclusive of expenses] and up to an amount equal to 105% of the average middle market quotations for such shares derived from the London Stock Exchange Daily Official List, over the previous 5 business days on which the Ordinary Share is purchased and the amount stipulated by the Article 5(1) of the Buy-back and stabilization regulation 2003 [in each case exclusive of expenses]; [Authority expires the earlier of the conclusion of the AGM of the Company held in 2009 or 30 APR 2009]; 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 |
| S.17 | Adopt, the Articles of Association produced to the meeting, in substitution for and to the exclusion of the existing Articles of Association of the Company  | Mgmt | For |
| S.18 | Approve that, subject to resolution S.17 being passed and with effect on and from 01 OCT 2008 or such later date as Section 175 of the Companies Act 2006 shall be brought into force, Article 97 of the Articles of Association adopted pursuant to resolution S.17 be deleted in its entirety and Articles 97 to 102 as specified, be substituted thereto and the remaining Articles be re-numbered  | Mgmt | For |

---

INTEL CORPORATION

Agen

Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: INTC  
 ISIN: US4581401001

---

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

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

1A	ELECTION OF DIRECTOR: CRAIG R. BARRETT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1C	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1E	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR.	Mgmt	For
03	STOCKHOLDER PROPOSAL TO AMEND THE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.	Shr	Against

---

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 29-Apr-2008  
Ticker: IBM  
ISIN: US4592001014

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	C. BLACK	Mgmt	For
	W.R. BRODY	Mgmt	For
	K.I. CHENAULT	Mgmt	For
	M.L. ESKEW	Mgmt	For
	S.A. JACKSON	Mgmt	For
	L.A. NOTO	Mgmt	For
	J.W. OWENS	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	J.E. SPERO	Mgmt	For
	S. TAUREL	Mgmt	For
	L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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

03	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
04	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION	Shr	For
05	STOCKHOLDER PROPOSAL ON BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against
06	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS	Shr	For
07	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 INVESCO LTD

Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: IVZ  
 ISIN: BMG491BT1088

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: REX D. ADAMS	Mgmt	For
1B	ELECTION OF DIRECTOR: SIR JOHN BANHAM	Mgmt	For
1C	ELECTION OF DIRECTOR: DENIS KESSLER	Mgmt	Against
02	APPROVAL AND RATIFICATION OF ERNST AND YOUNG LLP AS AUDITORS	Mgmt	For
03	APPROVAL OF 2008 GLOBAL EQUITY INCENTIVE PLAN	Mgmt	For
04	APPROVAL OF EXECUTIVE INCENTIVE BONUS PLAN	Mgmt	For

-----  
 J. C. PENNEY COMPANY, INC.

Agen

Security: 708160106  
 Meeting Type: Annual  
 Meeting Date: 16-May-2008  
 Ticker: JCP  
 ISIN: US7081601061

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: C.C BARRETT	Mgmt	Against
1B	ELECTION OF DIRECTOR: M.A. BURNS	Mgmt	Against
1C	ELECTION OF DIRECTOR: M.K. CLARK	Mgmt	Against

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

1D	ELECTION OF DIRECTOR: T.J. ENGIBOUS	Mgmt	Against
1E	ELECTION OF DIRECTOR: K.B. FOSTER	Mgmt	Against
1F	ELECTION OF DIRECTOR: K.C. HICKS	Mgmt	For
1G	ELECTION OF DIRECTOR: L.H. ROBERTS	Mgmt	Against
1H	ELECTION OF DIRECTOR: J.G. TERUEL	Mgmt	For
1I	ELECTION OF DIRECTOR: M.E. ULLMAN III	Mgmt	Against
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING JANUARY 31, 2009.	Mgmt	For
03	TO CONSIDER A STOCKHOLDER PROPOSAL RELATING TO STOCKHOLDER APPROVAL OF CERTAIN SEVERANCE AGREEMENTS.	Shr	For

-----  
 JOHNSON & JOHNSON

Agen

-----  
 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: JNJ  
 ISIN: US4781601046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARY SUE COLEMAN JAMES G. CULLEN MICHAEL M.E. JOHNS ARNOLD G. LANGBO SUSAN L. LINDQUIST LEO F. MULLIN WILLIAM D. PEREZ CHRISTINE A. POON CHARLES PRINCE STEVEN S REINEMUND DAVID SATCHER WILLIAM C. WELDON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld Withheld For For Withheld For Withheld For For For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL: ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE	Shr	For

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

JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 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: ROBERT I. LIPP	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1K	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1L	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN	Mgmt	For
04	REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN	Mgmt	For
05	GOVERNMENTAL SERVICE REPORT	Shr	Against
06	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
07	INDEPENDENT CHAIRMAN OF THE BOARD	Shr	Against
08	EXECUTIVE COMPENSATION APPROVAL	Shr	For
09	TWO CANDIDATES PER DIRECTORSHIP	Shr	Against
10	HUMAN RIGHTS AND INVESTMENT REPORT	Shr	Against
11	LOBBYING PRIORITIES REPORT	Shr	Against

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

JULIUS BAER HOLDING AG, ZUERICH

Agen

Security: H4407G263  
 Meeting Type: OGM  
 Meeting Date: 15-Apr-2008  
 Ticker:  
 ISIN: CH0029758650

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 vote
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 vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF THE 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. ALSO, NOTE THAT THE NEW CUT-OFF DATE IS 27 MAR 2008. THANK YOU.	Non-Voting	No vote

JULIUS BAER HOLDING AG, ZUERICH

Agen

Security: H4407G263  
 Meeting Type: AGM  
 Meeting Date: 15-Apr-2008  
 Ticker:  
 ISIN: CH0029758650

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 vote
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 439065, 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	Non-Voting	No vote

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

YOU.

	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	No vote
1.	Approve the annual report, annual accounts of the Group 2007 report of the Auditor and the Group Auditor	Mgmt	No vote
2.	Approve the appropriation of the balance profit	Mgmt	No vote
3.	Grant discharge to the Members of the Board of Directors	Mgmt	No vote
4.	Elect the Board of Directors	Mgmt	No vote
5.	Elect the Auditor and the Group Auditor	Mgmt	No vote
6.	Approve the reduction of the share capital	Mgmt	No vote
7.	Approve the Share Repurchase Program 2008 to 2010	Mgmt	No vote

-----  
 KELDA GROUP PLC, BRADFORD

-----  
 Agen

Security: G32344114  
 Meeting Type: AGM  
 Meeting Date: 01-Aug-2007  
 Ticker:  
 ISIN: GB00B1KQN728  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the Directors' report, the Auditor's reports and the accounts	Mgmt	For
2.	Receive the Directors' remuneration report	Mgmt	For
3.	Approve a final dividend of 23.0 pence per share	Mgmt	For
4.	Re-elect Mr. David Salkeld as a Director	Mgmt	For
5.	Appoint PricewaterhouseCoopers LLP as the Auditors and authorize the Board to determine their remuneration	Mgmt	For
6.	Grant authority to issue equity or equity-linked securities with pre-emptive rights up to an aggregate nominal amount of GBP 18,400,000	Mgmt	For
S.7	Grant authority, subject to the passing of Resolution 6, to issue equity or equity-linked securities without pre-emptive rights up to an aggregate nominal amount of GBP 2,800,000	Mgmt	For
S.8	Grant authority to purchase 27,500,000 ordinary shares for market purchase	Mgmt	For

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

9. Amend Kelda Group Long-Term Incentive Plan 2003 Mgmt For

KIMBERLY-CLARK CORPORATION Agen

Security: 494368103  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2008  
 Ticker: KMB  
 ISIN: US4943681035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN R. ALM	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT W. DECHERD	Mgmt	For
1D	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1E	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Mgmt	For
02	RATIFICATION OF AUDITORS	Mgmt	For
03	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS FOR DIRECTOR NOMINEES	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF GLOBAL HUMAN RIGHTS STANDARDS BASED ON INTERNATIONAL LABOR CONVENTIONS	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
07	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
08	STOCKHOLDER PROPOSAL REGARDING AMENDMENT OF BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY	Shr	Against

LINCOLN NATIONAL CORPORATION Agen

Security: 534187109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: LNC  
 ISIN: US5341871094

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR J. PATRICK BARRETT DENNIS R. GLASS MICHAEL F. MEE DAVID A. STONECIPHER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

-----  
LOCKHEED MARTIN CORPORATION

-----  
Agen

Security: 539830109  
Meeting Type: Annual  
Meeting Date: 24-Apr-2008  
Ticker: LMT  
ISIN: US5398301094  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR E.C."PETE"ALDRIDGE, JR. NOLAN D. ARCHIBALD DAVID B. BURRITT JAMES O. ELLIS, JR. GWENDOLYN S. KING JAMES M. LOY DOUGLAS H. MCCORKINDALE JOSEPH W. RALSTON FRANK SAVAGE JAMES M. SCHNEIDER ANNE STEVENS ROBERT J. STEVENS JAMES R. UKROPINA	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	MANAGEMENT PROPOSAL: TO AMEND THE CHARTER TO PROVIDE FOR "SIMPLE" MAJORITY VOTING	Mgmt	Against
04	MANAGEMENT PROPOSAL: TO AMEND THE CHARTER TO DELETE ARTICLE XIII	Mgmt	For
05	MANAGEMENT PROPOSAL: TO AUTHORIZE SHARES AND EXTEND APPROVAL OF PERFORMANCE GOALS FOR THE 2003 INCENTIVE PERFORMANCE AWARD PLAN	Mgmt	Against
06	MANAGEMENT PROPOSAL: TO ADOPT THE 2009 DIRECTORS EQUITY PLAN	Mgmt	For
07	STOCKHOLDER PROPOSAL BY EVELYN Y. DAVIS	Shr	Against

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

08	STOCKHOLDER PROPOSAL BY THE SISTERS OF MERCY OF THE AMERICAS, REGIONAL COMMUNITY OF DETROIT CHARITABLE TRUST AND OTHER GROUPS	Shr	Against
09	STOCKHOLDER PROPOSAL BY JOHN CHEVEDDEN	Shr	For

-----  
MARRIOTT INTERNATIONAL, INC. Agen  
-----

Security: 571903202  
Meeting Type: Annual  
Meeting Date: 02-May-2008  
Ticker: MAR  
ISIN: US5719032022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN W. MARRIOTT III	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1D	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1E	ELECTION OF DIRECTOR: DEBRA L. LEE	Mgmt	For
1F	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For
1G	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1H	ELECTION OF DIRECTOR: HARRY J. PEARCE	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM J. SHAW	Mgmt	For
1J	ELECTION OF DIRECTOR: LAWRENCE M. SMALL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

-----  
MARSHALL & ILSLEY CORPORATION Agen  
-----

Security: 571834100  
Meeting Type: Special  
Meeting Date: 25-Oct-2007  
Ticker: MI  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO APPROVE AND ADOPT THE INVESTMENT	Mgmt	For

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

AGREEMENT, DATED AS OF APRIL 3, 2007, AMONG MARSHALL & ILSLEY, METAVANTE CORPORATION, METAVANTE HOLDING COMPANY, MONTANA MERGER SUB INC., AND WPM, L.P., AND THE TRANSACTIONS CONTEMPLATED BY THE INVESTMENT AGREEMENT, INCLUDING THE HOLDING COMPANY MERGER AND THE NEW METAVANTE SHARE ISSUANCE.

02	PROPOSAL TO APPROVE ANY ADJOURNMENTS OF THE SPECIAL MEETING FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE SPECIAL MEETING TO APPROVE AND ADOPT THE INVESTMENT AGREEMENT AND THE TRANSACTIONS CONTEMPLATED BY THE INVESTMENT AGREEMENT, INCLUDING THE HOLDING COMPANY MERGER AND THE NEW METAVANTE SHARE ISSUANCE.	Mgmt	For
----	---	------	-----

---

MASTERCARD INCORPORATED

Agen

Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2008  
 Ticker: MA  
 ISIN: US57636Q1040

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BERNARD S.Y. FUNG MARC OLIVIE MARK SCHWARTZ	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2008	Mgmt	For

---

MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 Ticker: MCD  
 ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RALPH ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For

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

1C	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1D	ELECTION OF DIRECTOR: CARY D. MCMILLAN	Mgmt	For
1E	ELECTION OF DIRECTOR: SHEILA A. PENROSE	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
02	APPROVAL OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

---

MEDTRONIC, INC. Agen

---

Security: 585055106  
Meeting Type: Annual  
Meeting Date: 23-Aug-2007  
Ticker: MDT  
ISIN: US5850551061

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DAVID L. CALHOUN ARTHUR D. COLLINS, JR. JAMES T. LENEHAN KENDALL J. POWELL	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO AMEND MEDTRONIC'S RESTATED ARTICLES OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF ALL DIRECTORS.	Mgmt	For

---

MERCK & CO., INC. Agen

---

Security: 589331107  
Meeting Type: Annual  
Meeting Date: 22-Apr-2008  
Ticker: MRK  
ISIN: US5893311077

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHNNETTA B. COLE, PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For

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

1D	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1I	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1K	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Mgmt	For
1L	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1M	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
03	STOCKHOLDER PROPOSAL CONCERNING MANAGEMENT COMPENSATION	Shr	Against
04	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
05	STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shr	For
06	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT LEAD DIRECTOR	Shr	For

---

MERRILL LYNCH & CO., INC.

Agen

Security: 590188108  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: MER  
 ISIN: US5901881087

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL T. CHRIST	Mgmt	For
1B	ELECTION OF DIRECTOR: ARMANDO M. CODINA	Mgmt	For
1C	ELECTION OF DIRECTOR: JUDITH MAYHEW JONAS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN A. THAIN	Mgmt	For
02	RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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

03	ADOPT CUMULATIVE VOTING	Shr	Against
04	PROHIBIT SENIOR EXECUTIVE OFFICER STOCK SALES DURING BUYBACK	Shr	Against
05	ADOPT ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
06	ADOPT RESPONSIBLE EMPLOYMENT PRINCIPLES	Shr	For

METLIFE, INC.

Agen

Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2008  
 Ticker: MET  
 ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SYLVIA MATHEWS BURWELL EDUARDO CASTRO-WRIGHT CHERYL W. GRISE WILLIAM C. STEERE, JR. LULU C. WANG	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2008	Mgmt	For

MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2007  
 Ticker: MSFT  
 ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM H. GATES, III	Mgmt	For
1B	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES I. CASH JR., PHD	Mgmt	For
1D	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
1E	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For

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

1F	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
1I	ELECTION OF DIRECTOR: DR. HELMUT PANKE	Mgmt	For
1J	ELECTION OF DIRECTOR: JON A. SHIRLEY	Mgmt	For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
03	SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.	Shr	Against
04	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against

---

MONSANTO COMPANY

Agen

Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 16-Jan-2008  
 Ticker: MON  
 ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN W. BACHMANN	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM U. PARFET	Mgmt	For
1C	ELECTION OF DIRECTOR: GEORGE H. POSTE, PH.D., D.V.M.	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREOWNER PROPOSAL ONE	Shr	Against
04	SHAREOWNER PROPOSAL TWO	Shr	Against

---

NESTLE SA, CHAM UND VEVEY

Agen

Security: H57312466  
 Meeting Type: OGM  
 Meeting Date: 10-Apr-2008  
 Ticker:  
 ISIN: CH0012056047

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

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 vote
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 vote
	PLEASE NOTE THAT THIS IS AN AGM. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF 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 vote

-----  
 NESTLE SA, CHAM UND VEVEY

-----  
 Agen

-----  
 Security: H57312466  
 Meeting Type: AGM  
 Meeting Date: 10-Apr-2008  
 Ticker:  
 ISIN: CH0012056047  
 -----

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 vote
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 438827, 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 vote
1.	Approve the annual report, annual financial statements of Nestle S.A., and consolidated financial statements of Nestle Group 2007, report of the Auditors	Mgmt	No vote
2.	Grant discharge to the Board of Directors and	Mgmt	No vote

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

	the Management		
3.	Approve the appropriation of profits resulting from the balance sheet of Nestle S.A.	Mgmt	No vote
4.1.1	Elect Mr. Andreas Koopmann to the Board of Directors [for a term of 3 years]	Mgmt	No vote
4.1.2	Elect Mr. Rolf Haenggi to the Board of Directors [for a term of 3 years]	Mgmt	No vote
4.2.1	Elect Mr. Paul Bulcke to the Board of Directors [for a term of 3 years]	Mgmt	No vote
4.2.2	Elect Mr. Beat W. Hess to the Board of Directors [for a term of 3 years]	Mgmt	No vote
4.3	Re-elect KPMG SA as the Auditors [for a term of 1 year]	Mgmt	No vote
5.1	Approve CHF 10.1 million reduction in share capital via cancellation of 10.1 million	Mgmt	No vote
5.2	Approve 1:10 stock split	Mgmt	No vote
5.3	Amend the Article 5 and 5 BIS Paragraph 1 of the Articles of Association	Mgmt	No vote
6.	Approve the complete revision of the Articles of Association	Mgmt	No vote

-----  
 NORSK HYDRO A S

----- Agen

-----  
 Security: R61115102  
 Meeting Type: EGM  
 Meeting Date: 05-Jul-2007  
 Ticker:  
 ISIN: NO0005052605  
 -----

Prop.#	Proposal	Proposal Type	Proposal 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
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE	Non-Voting	No vote

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

TO BE LODGED

- |    |  |      |     |
|----|--|------|-----|
| 1. | Approve the Merger Plan between Norsk Hydro ASA and Statoil ASA  | Mgmt | For |
| 2. | Approve NOK 140.9 million reduction in share capital via cancellation of 21.6 million treasury shares and redemption of 16.9 million shares owned by the Norwegian State | Mgmt | For |
| 3. | Authorize the Board of Directors to buy back 621,895 own shares in connection with Share Purchase Program for the employees  | Mgmt | For |
| 4. | Amend the Articles of Association as specified   | Mgmt | For |

---

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 02-May-2008  
 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	For
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1F	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	For
1G	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1H	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	For
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	For
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	SCIENTIFIC REPORT ON GLOBAL WARMING.	Shr	Against
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

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

05	INDEPENDENCE OF COMPENSATION CONSULTANTS.	Shr	Against
06	PAY-FOR-SUPERIOR-PERFORMANCE PRINCIPLE.	Shr	For
07	SPECIAL SHAREHOLDER MEETINGS.	Shr	For

---

ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 02-Nov-2007  
 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	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2008 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, 2008.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON THE AMENDMENT TO THE CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
05	STOCKHOLDER PROPOSAL ON AN OPEN SOURCE REPORT.	Shr	Against

---

PEPSICO, INC.

Agen

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 Ticker: PEP  
 ISIN: US7134481081

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1B	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1C	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1D	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1E	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1F	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1G	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1H	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1I	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	For
1J	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1K	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	For
1L	ELECTION OF DIRECTOR: M.D. WHITE	Mgmt	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	SHAREHOLDER PROPOSAL - BEVERAGE CONTAINER RECYCLING REPORT (PROXY STATEMENT P. 43)	Shr	Against
04	SHAREHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS REPORT (PROXY STATEMENT P. 45)	Shr	Against
05	SHAREHOLDER PROPOSAL - RIGHT TO WATER POLICY (PROXY STATEMENT P. 46)	Shr	Against
06	SHAREHOLDER PROPOSAL - GLOBAL WARMING REPORT (PROXY STATEMENT P. 48)	Shr	Against
07	SHAREHOLDER PROPOSAL - ADVISORY VOTE ON COMPENSATION (PROXY STATEMENT P. 49)	Shr	For

-----  
 PFIZER INC.

-----  
 Agen

-----  
 Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: PFE  
 ISIN: US7170811035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For

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

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: WILLIAM R. HOWELL	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1J	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Mgmt	For
1K	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1L	ELECTION OF DIRECTOR: DANA G. MEAD	Mgmt	For
1M	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	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 2008.	Mgmt	For
03	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shr	Against
04	SHAREHOLDER PROPOSAL REQUESTING SEPARATION OF CHAIRMAN AND CEO ROLES.	Shr	For

-----  
PITNEY BOWES INC.

Agen

-----  
Security: 724479100  
Meeting Type: Annual  
Meeting Date: 12-May-2008  
Ticker: PBI  
ISIN: US7244791007  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RODNEY C. ADKINS	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL J. CRITELLI	Mgmt	For
1C	ELECTION OF DIRECTOR: MURRAY D. MARTIN	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL I. ROTH	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT E. WEISSMAN	Mgmt	For

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

02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
----	--	------	-----

---

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2008  
 Ticker: PEG  
 ISIN: US7445731067

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CONRAD K. HARPER SHIRLEY ANN JACKSON THOMAS A. RENYI	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2008.	Mgmt	For
03	STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION.	Shr	Against
04	STOCKHOLDER PROPOSAL RELATING TO THE NOMINATION OF DIRECTORS.	Shr	Against
05	STOCKHOLDER PROPOSAL RELATING TO THE ELECTION OF DIRECTORS.	Shr	Against

---

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2008  
 Ticker: QCOM  
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For Withheld

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

	MARC I. STERN	Mgmt	For
	BRENT SCOWCROFT	Mgmt	For
02	TO APPROVE AMENDMENTS TO THE 2006 LONG-TERM INCENTIVE PLAN AND AN INCREASE IN THE SHARE RESERVE BY 115,000,000 SHARES.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 28, 2008.	Mgmt	For

---

QWEST COMMUNICATIONS INTERNATIONAL INC.

Agen

Security: 749121109  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 Ticker: Q  
 ISIN: US7491211097

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWARD A. MUELLER	Mgmt	For
1B	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Mgmt	For
1C	ELECTION OF DIRECTOR: CHARLES L. BIGGS	Mgmt	For
1D	ELECTION OF DIRECTOR: K. DANE BROOKSHER	Mgmt	For
1E	ELECTION OF DIRECTOR: PETER S. HELLMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: R. DAVID HOOVER	Mgmt	Against
1G	ELECTION OF DIRECTOR: PATRICK J. MARTIN	Mgmt	For
1H	ELECTION OF DIRECTOR: CAROLINE MATTHEWS	Mgmt	For
1I	ELECTION OF DIRECTOR: WAYNE W. MURDY	Mgmt	For
1J	ELECTION OF DIRECTOR: JAN L. MURLEY	Mgmt	For
1K	ELECTION OF DIRECTOR: FRANK P. POPOFF	Mgmt	For
1L	ELECTION OF DIRECTOR: JAMES A. UNRUH	Mgmt	For
1M	ELECTION OF DIRECTOR: ANTHONY WELTERS	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
03	A STOCKHOLDER PROPOSAL REQUESTING THAT OUR BOARD SEEK STOCKHOLDER APPROVAL OF CERTAIN FUTURE SEVERANCE AGREEMENTS WITH SENIOR EXECUTIVES.	Shr	For

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

04	A STOCKHOLDER PROPOSAL REQUESTING THAT OUR BOARD ESTABLISH A POLICY OF SEPARATING THE ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER WHENEVER POSSIBLE.	Shr	For
----	--	-----	-----

---

RAYTHEON COMPANY

Agen

Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 29-May-2008  
 Ticker: RTN  
 ISIN: US7551115071

---

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

---

RECKITT BENCKISER PLC, SLOUGH BERKSHIRE

Agen

Security: G7420A107  
 Meeting Type: EGM  
 Meeting Date: 04-Oct-2007  
 Ticker:  
 ISIN: GB0007278715

---

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

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

- S.1 Authorize the Directors of the Company to take all such action as they may consider necessary or appropriate for carrying into effect the Scheme of Arrangement dated 11 SEP 2007, between the Company and the holders of the Company's ordinary shares expressed to be subject to that Scheme of Arrangement, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court [the Scheme]; and approve, for the purpose of giving effect to the Scheme, to reduce the capital of the Company by canceling and extinguishing the ordinary shares in the Company subject to the Scheme [the Scheme Ordinary Shares]; and Approve, forthwith and contingently upon the said reduction of capital taking effect: to increase the authorized share capital of the Company to its former amount by the creation of the same number of new ordinary shares in the Company [the New Reckitt Benckiser Ordinary Share] as is equal to the number of Scheme Ordinary Shares cancelled pursuant to this resolution [as specified] being equal in their aggregate nominal amount to the aggregate nominal amount of the Scheme Ordinary Shares cancelled pursuant to this resolution [as specified]; the Company shall apply the credit arising in its books of account as a result of such reduction of capital in paying up, in full at par, the new shares created pursuant to this resolution [as specified] and shall allot and issue the same, credited as fully paid, to Reckitt Benckiser Group Plc and/or its nominee or nominees; and authorize the Directors of the Company, for the purpose of Section 80 of the Companies Act 1985, to allot New Reckitt Benckiser Ordinary Shares [as specified]; provided that: the maximum number of shares which may be allotted hereunder is the number [not exceeding 945,500,000] necessary to effect such allotments; [Authority expires on 31 MAR 2008]; and this authority shall be in addition to any subsisting authority conferred on the Directors of the Company pursuant to the said Section 80; and amend the Articles of Association of the Company by the adoption and inclusion of the new Article 145 as specified; approve the reduction of capita of Reckitt Benckiser Group Plc approved at an EGM of Reckitt Benckiser Group Plc [as specified]
- Mgmt For
- S.2 Approve to reduce the capital of the Company by cancelling and extinguishing all the 5% cumulative preference shares of GBP 1 each [the Reckitt Benckiser Preference Shares] in the capital of the Company, in consideration for which there shall be repaid to the holders of such Reckitt Benckiser Preference Shares, whose names appear on the register of the Members as such at the close of business on the day preceding the effective date of the said reduction
- Mgmt For

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

	of capital, the nominal value of such Reckitt Bencekiser Preference Shares together with an amount equal to any arrears or deficiency of the fixed dividend thereon		
S.3	Approve to cancel the share premium account of the Company	Mgmt	For
S.4	Approve to cancel the capital redemption reserve of the Company	Mgmt	For
5.	Approve, subject to and conditional upon the Resolution S.1 being approved, the operation by Reckitt Benckiser Group Plc of the Reckitt Benckiser Group 2007 Senior Executive Share Ownership Policy Plan, as specified	Mgmt	For
6.	Approve, subject to and conditional upon the Resolution S.1 being approved, the operation by Reckitt Benckiser Group Plc of the Reckitt Benckiser Group 2007 Savings Related Share Option Plan, as specified	Mgmt	For
7.	Approve, subject to and conditional upon the Resolution S.1 being approved, the operation by Reckitt Benckiser Group Plc of the Reckitt Benckiser Group 2007 Global Stock Profit Plan, as specified	Mgmt	For
8.	Approve, subject to and conditional upon the Resolution S.1 being approved, the operation by Reckitt Benckiser Group Plc of the Reckitt Benckiser Group 2007 US Savings-Related Share Option Plan, as specified	Mgmt	For
9.	Approve, subject to and conditional upon the Resolution S.1 being approved, the operation by Reckitt Benckiser Group Plc of the Reckitt Benckiser Group 2007 Long Term Incentive Plan, as specified	Mgmt	Against

-----  
 RECKITT BENCKISER PLC, SLOUGH BERKSHIRE

Agent

-----  
 Security: G7420A107  
 Meeting Type: CRT  
 Meeting Date: 04-Oct-2007  
 Ticker:  
 ISIN: GB0007278715  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Approve the Scheme of Arrangement to be made between the Company and the Scheme Ordinary Shareholders expressed to be subject to that Scheme of Arrangement	Mgmt	For

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

-----  
 RIO TINTO PLC, LONDON  
 -----

Agen

Security: G75754104  
 Meeting Type: AGM  
 Meeting Date: 17-Apr-2008  
 Ticker:  
 ISIN: GB0007188757  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT IN ACCORDANCE WITH RIO TINTO'S DUAL LISTED COMPANIES STRUCTURE, AS JOINT DECISION MATTERS, RESOLUTIONS 1 TO 10 WILL BE VOTED ON BY RIO TINTO PLC AND RIO TINTO LIMITED SHAREHOLDERS AS A JOINT ELECTORATE	Non-Voting	No vote
1.	Receive the Company's financial statements and the report of the Directors and the Auditors for the YE 31 DEC 2007	Mgmt	For
2.	Approve the remuneration report for the YE 31 DEC 2006 as specified	Mgmt	For
3.	Elect Mr. Richard Evans as a Director	Mgmt	For
4.	Elect Mr. Yves Fortier as a Director	Mgmt	For
5.	Elect Mr. Paul Tellier as a Director	Mgmt	For
6.	Re-elect Mr. Thomas Albanese as a Director	Mgmt	For
7.	Re-elect Mr. Vivienne Cox as a Director	Mgmt	For
8.	Re-elect Mr. Richard Goodmanson as a Director	Mgmt	For
9.	Re-elect Mr. Paul Skinner as a Director	Mgmt	For
10.	Re-appoint PricewaterhouseCoopers LLP as the Auditors of the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company and authorize the Audit Committee to determine the Auditors' remuneration	Mgmt	For
	PLEASE NOTE THAT IN ACCORDANCE WITH RIO TINTO'S DUAL LISTED COMPANIES STRUCTURE, RESOLUTIONS 11 TO 15 WILL BE VOTED ON BY RIO TINTO PLC SHAREHOLDERS ONLY	Non-Voting	No vote
11.	Authorize the company in accordance with the provisions of the companies Act 2006 to send, convey or supply all types of notices, documents or information to the shareholders by means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio	Mgmt	For

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

optical technologies, or any other electromagnetic means, including by making such notices, documents of information available on a website

- |      |   |      |     |
|------|---|------|-----|
| 12.  | Approve that the authority and power conferred on the Directors in relation to their general authority to allot shares by Paragraph (B) of Article 9 of the Company's Articles of Association be renewed for the period ending on the later of 16 APR 2009 and the date of AGM is 2009, being no later than 30 JUN 2009, and for such period the Section 80 amount shall be GBP 35,571,000  | Mgmt | For |
| S.13 | Approve that the authority and power conferred on the Directors in relation to rights issues and in relation to the Section 89 Amount by Paragraph (B) of Article 9 of the Company's Articles of Association be renewed for the period ending on the later of 16 APR 2009 and the date of AGM in 2009, being no later than 30 JUN 2009, and for such period the Section 80 amount shall be GBP 6,788,000  | Mgmt | For |
| S.14 | Authorize the Company Rio Tinto PLC, Rio Tinto Limited and any subsidiaries of Rio Tinto Limited, to purchase ordinary shares of 10p each issued by Rio Tinto Plc [RTP ordinary shares], such purchases to be made in the case of Rio Tinto Plc by way of market purchases [Section 163 of the Companies Act 1985] of up to 99,770,000 RTP ordinary shares [10% of the issued, publicly held, ordinary share capital of the Company as at 22 FEB 2008] at a minimum price of 10p and the maximum price payable for each such RTP ordinary shares shall be not more than 5% above the average of middle market quotations for RTP ordinary Shares derived from the London Stock Exchange Daily Official List, for the 5 business days preceding the date of purchase; [Authority expires on 16 APR 2009 and the date of the AGM in 2009]; and unless such authority is renewed prior to that time []except in relation to the purchase of RTP ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry; and authorize Rio Tinto Plc for the purposes of Section 164 of the Companies Act 1985 to purchase off-market from Rio Tinto Limited and any of its subsidiaries any RTP ordinary shares acquired under the authority as specified pursuant to one or more contracts between Rio Tinto Plc and Rio Tintto Limited on the terms of the form of the contract as specified and provided that: the maximum number of RTP Ordinary shares to be purchased pursuant to contracts shall be 99,770,000 RTP ordinary shares; and the purchase price of RTP ordinary shares pursuant to a contract shall be aggregate price equal to the average of the middle market quotations for RTP ordinary shares as derived from London stock exchange daily official list during the | Mgmt | For |

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

period of 5 business days immediately price prior to such purchase multiplied by the number of RTP ordinary shares the subject of the contract or such lower aggregate price as may be agreed between the Company and Rio Tinto Limited being not less than 1 penny, [Authority expires on 30 JUN 2009 and the date of the AGM in 2009]

S.15	Amend the Articles of association the Company with effect from 1 OCT 2008, or any later date on which Section 175 of the companies Act 2006 comes into effect by deletion of Articles 99, 100 and 101 in their entirety and by inserting in their place new Articles 99, 99A, 100, 100A and 101 in accordance with document produced to the meeting (and for the purpose of identification marked 'B' and initialed by the chairman) In accordance with Rio Tinto's Dual listed companies' Structure, as a class Rights action, resolution 16 will be voted by Rio Tinto PLC limited shareholders separately	Mgmt	For
	PLEASE NOTE THAT IN ACCORDANCE WITH RIO TINTO'S DUAL LISTED COMPANIES' STRUCTURE, AS a CLASS RIGHTS ACTION, RESOLUTION 16 WILL BE VOTED ON BY RIO TINTO PLC AND RIO TINTO LIMITED SHAREHOLDERS SEPARATELY	Non-Voting	No vote
S.16	Amend the Articles of association the company in accordance with Article 60(B) (i) of the company's Articles of association by deleting in its entirety Article 8A(b) (v) and the words for the purpose of this Article, the prescribed percentage shall be 100% or such lower percentage as the Board resolves at the date of issue of the DLC Dividend Share and immediately thereafter; b) the constitution of Rio Tinto Limited be amended by deleting in their entirety Rule SA(a) (ii) (E) and Rule SA(b)	Mgmt	For

-----  
SAGE GROUP PLC

-----  
Agen

Security: G7771K134  
Meeting Type: AGM  
Meeting Date: 28-Feb-2008  
Ticker:  
ISIN: GB0008021650  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive and approve the audited accounts for the YE 30 SEP 2007 together with the reports of the Directors and the Auditors	Mgmt	For
2.	Declare a final dividend recommended by the Directors of 5.73p per ordinary share for the	Mgmt	For

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

- YE 30 SEP 2007 to be paid on 07 MAR 2008 to the Members whose names appear in the register at the close of business on 08 FEB 2008
- |      |   |      |     |
|------|---|------|-----|
| 3.   | Re-elect Mr. A.J. Hobson as a Director  | Mgmt | For |
| 4.   | Re-elect Ms. Tamara Ingram as a Director  | Mgmt | For |
| 5.   | Re-elect Mr. Ian Mason as a Director  | Mgmt | For |
| 6.   | Re-elect Mr. David H. Clayton as a Director   | Mgmt | For |
| 7.   | Re-elect Mr. Mark E. Rolfe as a Director  | Mgmt | For |
| 8.   | Re-appoint Messrs. PricewaterhouseCoopers LLP as the Auditors of the Company and authorize the Directors to determine their remuneration  | Mgmt | For |
| 9.   | Approve the remuneration report   | Mgmt | For |
| 10.  | Authorize the Directors, subject to and in accordance with Article 6 of the Company's Articles of Association, to allot relevant securities up to a maximum nominal amount of GBP 4,347,333; all previous authorities under Section 80 of Companies Act 1985 shall cease to have effect; and [Authority expires at the conclusion of the next AGM of the Company]   | Mgmt | For |
| S.11 | Authorize the Directors, subject to and in accordance with Article 7 of Company's Articles of Association, to allot equity securities for cash and that, as specified in Article 7, the nominal amount to which this power is limited is GBP 652,100 and to sales for cash of any shares which the Company may hold as treasury shares  | Mgmt | For |
| S.12 | Authorize the Company, to make one or more market purchases [Section 166 of the Companies Act 1985], of up to 130,416,015 ordinary shares in the capital of the Company, up to 105% of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List, over the previous 5 business days immediately before the purchase is made and the amount stipulated by Article 5(1) of the Buy-back Stabilization Regulation 2003 [in each case exclusive of expenses]; and [Authority expires the earlier of the conclusion of the next AGM of the Company or 31 MAR 2009] | Mgmt | For |
| S.13 | Adopt the Articles of Association in substitution for, and to the exclusion of the existing Articles of Association as specified  | Mgmt | For |

-----  
 SANOFI-AVENTIS, PARIS  
 -----

-----  
 Agen  
 -----

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

Security: F5548N101  
 Meeting Type: AGM  
 Meeting Date: 14-May-2008  
 Ticker:  
 ISIN: FR0000120578

Prop.# Proposal	Proposal Type	Proposal Vote
<p>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</p> <p>PLEASE NOTE THAT THIS IS AN OGM. THANK YOU</p>	<p>Non-Voting</p>	<p>No vote</p>
<p>1. Receive the reports of the Board of Directors and the Auditors, approve the Company's financial statements for the YE in 2007, as presented, creating a profit of EUR 3,545,802,559.18</p>	<p>Mgmt</p>	<p>For</p>
<p>2. Receive the reports of the Board of Directors and the Auditors, approve the consolidated financial statements for the said FY, in the form presented to the meeting</p>	<p>Mgmt</p>	<p>For</p>
<p>3. Approve the recommendations of the Board of Directors and resolves that the income for the FY be appropriated as follows: Earning for the FY: EUR 3,545,802,559.18, prior retained earnings: EUR 4,558,248,159.23, distributable income: EUR 8,104,050,718.41, dividends: EUR 2,827,447,453.08, retained earnings EUR 5,276,603,265.33; receive the net dividend of EUR 2.07 per share, and will entitle to the 40 % deductions provided by the French Tax Code, this dividend will be paid on 21 MAY 2008, in the event that the Company holds some of its own shares on such date, the amount of the unpaid dividend on such shares shall be allocated to the retained earnings account, as required By-Law, it is reminded that, for the last 3 FY, the dividends paid, were as follows: EUR 1.75 for FY 2006, EUR 1.52 for FY 2005, EUR 1.20 for FY 2004</p>	<p>Mgmt</p>	<p>For</p>
<p>4. Appoint Mr. M. Uwe Bicker as a Director, to replace Mr. M. Rene Bar Bier De La Serre, for the remainder of Mr. M. Rene Barbier De La Serre's term of office, I.E. Until; approve the financial statements for the FY 2011</p>	<p>Mgmt</p>	<p>For</p>

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

- |     |   |      |     |
|-----|---|------|-----|
| 5.  | Appoint Mr. M. Gunter Thielen as a Director, to replace Mr. M. Jurgen Dormann, for the remainder of Mr. M. Jurgen Dormann's term of office, I.E. and approve the financial statements for the FY 2010   | Mgmt | For |
| 6.  | Appoint Ms. Claudie Haignere as a Director, to replace Mr. M. Hubert Markl, for the remainder of Mr. M. Hubert Markl's term of office, I.E and approve the financial statements for the FY 2011   | Mgmt | For |
| 7.  | Appoint Mr. M. Patrick De Lachevardiere as a Director, to replace Mr. M. Bruno Weymuller, for the remainder of Mr.M. Bruno Weymuller, term of office, I.E. and approve the financial statements for the FY 2011   | Mgmt | For |
| 8.  | Approve to renew the appointment of Mr. M. Robert Castaigne as a Director for a 2 year period   | Mgmt | For |
| 9.  | Approve to renew the appointment of Mr. M. Christian Mulliez as a Director for a 2 year period  | Mgmt | For |
| 10. | Approve to renew the appointment of Mr. Jean Marc Bruel as a Director for a 2 year period   | Mgmt | For |
| 11. | Approve to renew the appointment of Mr. M. Thierry Desmarest as a Director for a 3 year period  | Mgmt | For |
| 12. | Approve to renew the appointment of Mr. M. Jean Francois Dehecq as a Director for a 3 year period   | Mgmt | For |
| 13. | Approve to renew the appointment of Mr. M. Igor Landau as a Director for a 3 year period  | Mgmt | For |
| 14. | Approve to renew the appointment of Mr. M. Lindsay Owen Jones as a Director for a 4 year period   | Mgmt | For |
| 15. | Approve to renew the appointment of Mr. M. Jean Rene Fourtou as a Director for a 4 year period  | Mgmt | For |
| 16. | Approve to renew the appointment of Mr. M. Klaus Pohle as a Director for a 4 year period  | Mgmt | For |
| 17. | Receive the special report of the Auditors on agreements governed by Article L.225.38 and following ones and Article L.225.42.1 of the French Commercial Code, approve the aforementioned report as regard the allowance which would be paid to Mr. M. Jean Francois Dehecq on the occasion of the cessation of his functions | Mgmt | For |
| 18. | Receive the special report of the Auditors on agreements governed by Article L.225.38 ET Suivants ET L.225.42.1 of the French Commercial Code, approve the aforementioned report as regard the allowance which would be paid to Mr. M. Gerard Le Fur on occasion of the cessation of his function                             | Mgmt | For |

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

- |     |   |      |     |
|-----|---|------|-----|
| 19. | Authorize the Board of Directors to trade in the Company's shares on the stock market, subject to the conditions described below: maximum purchase price: EUR 100.00, maximum number of shares to be acquired: 10% of the share capital, maximum funds invested in the share buybacks: EUR 13,659,166,440.00; [Authority is given for an 18 month period] and this delegation of powers supersedes any and all earlier delegations to the same effect; the Board of Directors to take all necessary measures and accomplish all necessary formalities | Mgmt | For |
| 20. | Grant full powers to the bearer of an original, a copy or extract of the minutes of this meeting to carry out all filings, publications and other formalities prescribed By-Laws  | Mgmt | For |

-----  
 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

-----  
 Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 09-Apr-2008  
 Ticker: SLB  
 ISIN: AN8068571086  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR P. CAMUS J.S. GORELICK A. GOULD T. ISAAC N. KUDRYAVTSEV A. LAJOUS M.E. MARKS D. PRIMAT L.R. REIF T.I. SANDVOLD N. SEYDOUX L.G. STUNTZ	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	ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS	Mgmt	For
03	APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008 STOCK INCENTIVE PLAN	Mgmt	For
04	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

-----  
 SIMON PROPERTY GROUP, INC.

-----  
 Agen

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

Security: 828806109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: SPG  
 ISIN: US8288061091

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BIRCH BAYH MELVYN E. BERGSTEIN LINDA WALKER BYNOE KAREN N. HORN REUBEN S. LEIBOWITZ J. ALBERT SMITH, JR. PIETER S. VAN DEN BERG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
03	TO APPROVE THE AMENDED SIMON PROPERTY GROUP, L.P. 1998 STOCK INCENTIVE PLAN.	Mgmt	For
04	THE STOCKHOLDER PROPOSAL TO ADOPT A "PAY FOR SUPERIOR PERFORMANCE PRINCIPLE (SIC)."	Shr	For

STAPLES, INC.

Agen

Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2008  
 Ticker: SPLS  
 ISIN: US8550301027

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	For
1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	For
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	For
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For

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

1I	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	For
1J	ELECTION OF DIRECTOR: MARTIN TRUST	Mgmt	For
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	For
02	TO APPROVE AN AMENDMENT TO STAPLES' CERTIFICATE OF INCORPORATION DELETING ARTICLE XII TO REMOVE PROVISIONS THAT REQUIRE HOLDERS OF AT LEAST TWO-THIRDS OF STAPLES' OUTSTANDING VOTING STOCK TO APPROVE CERTAIN SIGNIFICANT CORPORATE TRANSACTIONS.	Mgmt	For
03	TO APPROVE STAPLES' EXECUTIVE OFFICER INCENTIVE PLAN FOR THE FISCAL YEARS 2008 THROUGH 2012.	Mgmt	For
04	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE TOTAL NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 15,100,000 SHARES, FROM 62,330,000 SHARES TO 77,430,000 SHARES.	Mgmt	For
05	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
06	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING STOCKHOLDERS' ABILITY TO CALL SPECIAL MEETINGS EXPECTED TO COME BEFORE THE MEETING.	Shr	For

-----  
 STATE STREET CORPORATION

Agen

-----  
 Security: 857477103  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2008  
 Ticker: STT  
 ISIN: US8574771031  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	K. BURNES	Mgmt	For
	P. COYM	Mgmt	For
	N. DAREHSHORI	Mgmt	For
	A. FAWCETT	Mgmt	For
	D. GRUBER	Mgmt	For
	L. HILL	Mgmt	For
	C. LAMANTIA	Mgmt	For
	R. LOGUE	Mgmt	For
	M. MISKOVIC	Mgmt	For
	R. SERGEL	Mgmt	For
	R. SKATES	Mgmt	For
	G. SUMME	Mgmt	For

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

	R. WEISSMAN	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO RESTRICTIONS IN SERVICES PERFORMED BY STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Shr	Against

-----  
 STATOILHYDRO ASA

Agen

-----  
 Security: R8412T102  
 Meeting Type: EGM  
 Meeting Date: 05-Jul-2007  
 Ticker:  
 ISIN: NO0010096985  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 395540 DUE TO RECEIPT OF ADDITIONAL RESOLUTIONS. 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
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	No vote
1.	Opening of the general meeting by the Chair of the Corporate Assembly	Mgmt	No vote
2.	Approve the registration of shareholders in attendance and authorization	Mgmt	No vote
3.	Elect Ms. Anne Kathrine Slungard as the Chairman of the meeting	Mgmt	For
4.	Elect a person to co-sign the minutes of the meeting together with the Chairman	Mgmt	For

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

5.	Approve the invitation and the agenda	Mgmt	For
6.	Approve the merger between Statoil ASA and Norse Hydro ASA's petroleum activities, including an account of the Plan for the Demerger of Norsk Hydro ASA as a part of the merger Norsk Hydro ASA as petroleum activities with Statoil ASA entered into by the Board of Directors of Norsk Hydro ASA and Statoil ASA on 12 and 13 MAR 2007 [the Merger Plan]	Mgmt	No vote
7.	Approve the Plan for the Demerger to Norsk Hydro ASA as a part of the merger of Norsk Hydro ASA's petroleum activities with Statoil ASA entered into by Board of Directors of Norsk Hydro ASA and Statoil ASA on 12 and 13 MAR2007 respectively	Mgmt	For
8.1	Approve to increase the share capital shall by NOK 2,606,655,590 from NOK 5,364,962,167.50 to NOK 7,971,617,757.50 by issuing 1,042,662,236 shares, each with par value of NOK 2.50, in connection with the demerger; the portion of the contribution which is not treated as share capital in accounts shall, in accordance with the continuity principle, be treated in the accounts so that the sum of the paid in equity capital in the 2 Companies remains unchanged after the merger; subscription of the shares shall take place by way of the approval of the Merger Plan by the general meeting of Norsk Hydro ASA; payment for the shares shall take place by the transfer of the assets, rights and obligations from Norsk Hydro ASA according to the Merger Plan when completion of the demerger is registered with the Register of Business Enterprises; the shareholders of Statoil ASA waive the pre-emptive right to subscribe for shares as the shares are issued to the shareholders of Norsk Hydro ASA as demerger consideration; shares will not be issued to Norsk Hydro ASA for treasury shares owned by the Company; the new shares shall entitle the holders to distribution from the time they issued; the new shares shall be registered in Statoil ASA register of shareholders as soon as possible after the completion of the demerger is register with the of the Register of Business Enterprises and shall thereafter entitle the holder to full shareholder rights in Statoil ASA	Mgmt	For
8.2	Amend Articles 1, 2, 3, 4, 6, 7, 8, 9, 11 and 12 of the Articles of Association as specified	Mgmt	For
	PLEASE NOTE THAT THE BELOW MEMBERS ARE NOMINATED BY STATOIL ASA' S ELECTION COMMITTEE. THANK YOU.	Non-Voting	No vote
8.3.1	Elect Mr. Olaus Svarva as a Managing Director, the Norwegian National Insurance Fund	Mgmt	For

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

8.3.2	Elect Mr. Erlend Grimstad as an Executive Vice President, Umoe AS	Mgmt	For
8.3.3	Elect Mr. Greger Mannsverk as a Managing Director, Kimek AS	Mgmt	For
8.3.4	Elect Mr. Steinar Olsen as a Chairman of the Board of Directors, MI Norge AS	Mgmt	For
8.3.5	Elect Mr. Benedicte Berg Schilibred as a Working Chairman of the Board of Directors, Odd Berg Gruppen	Mgmt	For
8.3.6	Elect Professor Ingvald Strommen at the Norwegian University of Science and Technology [NTNU]	Mgmt	For
8.3.7	Elect Mr. Inger Ostensjo as a Chief Officer, Stavanger Local Authority	Mgmt	For
8.3.8	Elect Oddbjorg Ausdal Starrfelt as a Senior Adviser, Mercuri Urval, [1st Deputy Member]	Mgmt	For
8.3.9	Elect Mr.Hege Sjo as a Manager, European Engagement, Hermes investment Management LTD. [3rd Deputy Member]	Mgmt	For
	PLEASE NOTE THAT THE BELOW MEMBERS ARE NOMINATED BY NORSK HYDRO ASA ELECTION COMMITTEE. THANK YOU.	Non-Voting	No vote
83.10	Elect Mr. Idar Kreutzer as a Chief Executive Officer, Storeboard [Deputy Leader]	Mgmt	For
83.11	Elect Mr. Rune Bjerke as a Chief Executive Officer, DNB NOR	Mgmt	For
83.12	Elect Mr. Gro Braekken as a Chief Executive Officer, Save The Children Norway	Mgmt	For
83.13	Elect Mr. Benedicte Schilbred Fasmer as a Director for capital markets, Sparebanken Vest	Mgmt	For
83.14	Elect Mr. Kare Rommetveit as a Director, University of Bergen	Mgmt	For
83.15	Elect Ms. Anne-Margrethe Firing as a Senior Vice President, Nordea Bank Norge, [ 2nd Deputy Member]	Mgmt	For
83.16	Elect Mr. Shahzad Rana as the Chairman of Board, Quewtpoint, [4th Deputy Member]	Mgmt	For
8.4.1	Elect Mr. Olaug Svarva as a Managing Director, the Norwegian National Insurance Fund [Leader]	Mgmt	For
8.4.2	Elect Mr. Benedicte Schilbred Fasmer as a Director for capital market, Sperebanken Vest	Mgmt	For
8.4.3	Elect Mr. Tom Rathke as a Managing Director, Vital Forsikring and Chief Executive Officer, DnB NDR	Mgmt	For

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

- |       |  |      |     |
|-------|--|------|-----|
| 8.4.4 | Elect Mr. Bjorn Stale Haavik as a Director General,<br>Norwegian Ministry of Petroleum and Energy  | Mgmt | For |
| 9.    | Approve to reduce the Company's share capital<br>by NOK 50,397,120 by canceling of 5,867,000<br>treasury shares and redemption of 14,291,848<br>shares held by the state represented by the<br>Norwegian Ministry of Petroleum and Energy<br>through the payment of NOK 2,441,889,894 to<br>the state represented by the Ministry of Petroleum<br>and Energy; the amount corresponds to the average<br>volume-weighted price of the Company's repurchase<br>of own shares in the market with the addition<br>of interest; the amount paid in excess of the<br>nominal share price shall be charged to the<br>premium fund and amend Article 3 of the Articles<br>of Association as specified | Mgmt | For |

-----  
T. ROWE PRICE GROUP, INC.

Agen

-----  
Security: 74144T108  
Meeting Type: Annual  
Meeting Date: 10-Apr-2008  
Ticker: TROW  
ISIN: US74144T1088  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWARD C. BERNARD	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES T. BRADY	Mgmt	For
1C	ELECTION OF DIRECTOR: J. ALFRED BROADDUS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: DONALD B. HEBB, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES A.C. KENNEDY	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. ALFRED SOMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: DWIGHT S. TAYLOR	Mgmt	For
1I	ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE	Mgmt	For
02	APPROVAL OF THE PROPOSED CHARTER AMENDMENT TO INCREASE AUTHORIZED COMMON STOCK	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
04	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AND FURTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING	Mgmt	Against

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

OR ANY ADJOURNMENTS AND POSTPONEMENTS THEREOF

---

TEXAS INSTRUMENTS INCORPORATED

Agen

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2008  
 Ticker: TXN  
 ISIN: US8825081040

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: J.R. ADAMS	Mgmt	For
1B	ELECTION OF DIRECTOR: D.L. BOREN	Mgmt	For
1C	ELECTION OF DIRECTOR: D.A. CARP	Mgmt	For
1D	ELECTION OF DIRECTOR: C.S. COX	Mgmt	For
1E	ELECTION OF DIRECTOR: D.R. GOODE	Mgmt	For
1F	ELECTION OF DIRECTOR: P.H. PATSLEY	Mgmt	For
1G	ELECTION OF DIRECTOR: W.R. SANDERS	Mgmt	For
1H	ELECTION OF DIRECTOR: R.J. SIMMONS	Mgmt	For
1I	ELECTION OF DIRECTOR: R.K. TEMPLETON	Mgmt	For
1J	ELECTION OF DIRECTOR: C.T. WHITMAN	Mgmt	For
02	BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS FOR DIRECTOR NOMINEES.	Shr	Against

---

THE BOEING COMPANY

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2008  
 Ticker: BA  
 ISIN: US0970231058

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN H. BIGGS	Mgmt	For

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

1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM M. DALEY	Mgmt	For
1F	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES L. JONES	Mgmt	For
1H	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Mgmt	For
1J	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
02	ADVISORY VOTE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR.	Mgmt	For
03	PREPARE A REPORT ON FOREIGN MILITARY SALES	Shr	Against
04	ADOPT HEALTH CARE PRINCIPLES	Shr	Against
05	ADOPT, IMPLEMENT AND MONITOR HUMAN RIGHTS POLICIES	Shr	Against
06	REQUIRE AN INDEPENDENT LEAD DIRECTOR	Shr	For
07	REQUIRE PERFORMANCE-BASED STOCK OPTIONS	Shr	For
08	REQUIRE AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Shr	For
09	REQUIRE SHAREHOLDER APPROVAL OF FUTURE SEVERANCE ARRANGEMENTS	Shr	For

---

THE CHUBB CORPORATION

Agen

---

Security: 171232101  
Meeting Type: Annual  
Meeting Date: 29-Apr-2008  
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

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

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: ALFRED W. ZOLLAR	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR.	Mgmt	For

-----  
 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 16-Apr-2008  
 Ticker: KO  
 ISIN: US1912161007

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Mgmt	For
1D	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	Against
1E	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: E. NEVILLE ISDELL	Mgmt	For
1G	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1I	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
1J	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1K	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1L	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Mgmt	For
1M	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For

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

1N	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF THE COCA-COLA COMPANY 2008 STOCK OPTION PLAN	Mgmt	For
04	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
05	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shr	For
06	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against

-----

THE GOLDMAN SACHS GROUP, INC.

-----

Agen

Security: 38141G104  
Meeting Type: Annual  
Meeting Date: 10-Apr-2008  
Ticker: GS  
ISIN: US38141G1040

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF LLOYD C. BLANKFEIN TO THE BOARD OF DIRECTORS	Mgmt	For
1B	ELECTION OF JOHN H. BRYAN TO THE BOARD OF DIRECTORS	Mgmt	For
1C	ELECTION OF GARY D. COHN TO THE BOARD OF DIRECTORS	Mgmt	For
1D	ELECTION OF CLAES DAHLBACK TO THE BOARD OF DIRECTORS	Mgmt	For
1E	ELECTION OF STEPHEN FRIEDMAN TO THE BOARD OF DIRECTORS	Mgmt	For
1F	ELECTION OF WILLIAM W. GEORGE TO THE BOARD OF DIRECTORS	Mgmt	For
1G	ELECTION OF RAJAT K. GUPTA TO THE BOARD OF DIRECTORS	Mgmt	For
1H	ELECTION OF JAMES A. JOHNSON TO THE BOARD OF DIRECTORS	Mgmt	For
1I	ELECTION OF LOIS D. JULIBER TO THE BOARD OF DIRECTORS	Mgmt	For
1J	ELECTION OF EDWARD M. LIDDY TO THE BOARD OF DIRECTORS	Mgmt	For
1K	ELECTION OF RUTH J. SIMMONS TO THE BOARD OF DIRECTORS	Mgmt	For

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

1L	ELECTION OF JON WINKELRIED TO THE BOARD OF DIRECTORS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR 2008 FISCAL YEAR	Mgmt	For
03	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS	Shr	Against
04	SHAREHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
05	SHAREHOLDER PROPOSAL REQUESTING A SUSTAINABILITY REPORT	Shr	Against

---

THE HARTFORD FINANCIAL SVCS GROUP, INC.

Agen

Security: 416515104  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: HIG  
 ISIN: US4165151048

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RAMANI AYER	Mgmt	For
1B	ELECTION OF DIRECTOR: RAMON DE OLIVEIRA	Mgmt	For
1C	ELECTION OF DIRECTOR: TREVOR FETTER	Mgmt	For
1D	ELECTION OF DIRECTOR: EDWARD J. KELLY, III	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL G. KIRK, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS M. MARRA	Mgmt	For
1G	ELECTION OF DIRECTOR: GAIL J. MCGOVERN	Mgmt	For
1H	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1I	ELECTION OF DIRECTOR: CHARLES B. STRAUSS	Mgmt	For
1J	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For

---

THE HOME DEPOT, INC.

Agen

Security: 437076102

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

Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 Ticker: HD  
 ISIN: US4370761029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
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: BRIAN C. CORNELL	Mgmt	For
1I	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1J	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 FEBRUARY 1, 2009	Mgmt	For
03	TO APPROVE THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN	Mgmt	For
04	TO APPROVE AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF RESERVED SHARES	Mgmt	For
05	SHAREHOLDER PROPOSAL REGARDING POLITICAL NONPARTISANSHIP	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
07	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT DISCLOSURE	Shr	Against
08	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION	Shr	For
09	SHAREHOLDER PROPOSAL REGARDING PAY-FOR-SUPERIOR PERFORMANCE	Shr	For

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105

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

Meeting Type: Annual  
 Meeting Date: 22-Apr-2008  
 Ticker: PNC  
 ISIN: US6934751057

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MR. BERNDT MR. BUNCH MR. CHELLGREN MR. CLAY MR. DAVIDSON MS. JAMES MR. KELSON MR. LINDSAY MR. MASSARO MS. PEPPER MR. ROHR MR. SHEPARD MS. STEFFES MR. STRIGL MR. THIEKE MR. USHER MR. WALLS MR. WEHMEIER	Mgmt Mgmt Mgmt Mgmt 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 For For For For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 09-Oct-2007  
 Ticker: PG  
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RAJAT K. GUPTA A.G. LAFLEY LYNN M. MARTIN JOHNATHAN A. RODGERS JOHN F. SMITH, JR. RALPH SNYDERMAN, M.D. MARGARET C. WHITMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL #1 - AWARD NO FUTURE STOCK	Shr	Against

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

### OPTIONS

04	SHAREHOLDER PROPOSAL #2 - REPORT ON COMPANY POLICIES AND ACTIVITIES	Shr	Against
05	SHAREHOLDER PROPOSAL #3 - ANIMAL TESTING	Shr	Against

THE TRAVELERS COMPANIES, INC.

Agen

Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 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
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: GLEN D. NELSON, MD	Mgmt	For
1M	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual

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

Meeting Date: 06-Mar-2008  
 Ticker: DIS  
 ISIN: US2546871060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN P. JOBS	Mgmt	Against
1G	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2008.	Mgmt	For
03	TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO APPROVE THE TERMS OF THE AMENDED AND RESTATED 2002 EXECUTIVE PERFORMANCE PLAN.	Mgmt	For

THE WILLIAMS COMPANIES, INC.

Agen

Security: 969457100  
 Meeting Type: Annual  
 Meeting Date: 15-May-2008  
 Ticker: WMB  
 ISIN: US9694571004

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND	Mgmt	For
1B	ELECTION OF DIRECTOR: JUANITA H. HINSHAW	Mgmt	For

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

1C	ELECTION OF DIRECTOR: FRANK T. MACINNIS	Mgmt	For
1D	ELECTION OF DIRECTOR: STEVEN J. MALCOLM	Mgmt	For
1E	ELECTION OF DIRECTOR: JANICE D. STONEY	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2008.	Mgmt	For

---

THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
Meeting Type: Annual  
Meeting Date: 20-May-2008  
Ticker: TMO  
ISIN: US8835561023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SCOTT M. SPERLING	Mgmt	For
1B	ELECTION OF DIRECTOR: BRUCE L. KOEPFGEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL E. PORTER	Mgmt	For
02	APPROVAL AND ADOPTION OF THE THERMO FISHER SCIENTIFIC INC. 2008 STOCK INCENTIVE PLAN.	Mgmt	For
03	APPROVAL AND ADOPTION OF THE THERMO FISHER SCIENTIFIC INC. 2008 ANNUAL INCENTIVE AWARD PLAN.	Mgmt	For
04	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For

---

TIME WARNER INC.

Agen

Security: 887317105  
Meeting Type: Annual  
Meeting Date: 16-May-2008  
Ticker: TWX  
ISIN: US8873171057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Mgmt	For
1C	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1D	ELECTION OF DIRECTOR: FRANK J. CAUFIELD	Mgmt	For

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

1E	ELECTION OF DIRECTOR: ROBERT C. CLARK	Mgmt	For
1F	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Mgmt	For
1G	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Mgmt	For
1H	ELECTION OF DIRECTOR: REUBEN MARK	Mgmt	For
1I	ELECTION OF DIRECTOR: MICHAEL A. MILES	Mgmt	For
1J	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Mgmt	For
1K	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	For
1L	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Mgmt	For
02	COMPANY PROPOSAL TO AMEND THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE REMAINING SUPER-MAJORITY VOTE REQUIREMENTS.	Mgmt	For
03	COMPANY PROPOSAL TO APPROVE THE AMENDED AND RESTATED TIME WARNER INC. ANNUAL BONUS PLAN FOR EXECUTIVE OFFICERS.	Mgmt	For
04	RATIFICATION OF AUDITORS.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.	Shr	For

---

TRANSOCEAN INC

Agen

Security: G90073100  
Meeting Type: Annual  
Meeting Date: 16-May-2008  
Ticker: RIG  
ISIN: KYG900731004

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JON A. MARSHALL	Mgmt	For
1B	ELECTION OF DIRECTOR: MARTIN B. MCNAMARA	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT E. ROSE	Mgmt	For
1D	ELECTION OF DIRECTOR: IAN C. STRACHAN	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

---

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

TRANSOCEAN INC

Agen

Security: G90073100  
 Meeting Type: AGM  
 Meeting Date: 16-May-2008  
 Ticker:  
 ISIN: KYG900731004

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Elect Mr. Jon A. Marshall as a Director	Mgmt	For
1.2	Elect Mr. Martin B. McNamara as a Director	Mgmt	For
1.3	Elect Mr. Robert E. Rose as a Director	Mgmt	For
1.4	Elect Mr. Ian C. Strachan as a Director	Mgmt	For
2.	Ratify Ernst Young LLP as the Auditors	Mgmt	For
3.	Transact other business	Non-Voting	No vote

TRANSOCEAN INC.

Agen

Security: G90078109  
 Meeting Type: Special  
 Meeting Date: 09-Nov-2007  
 Ticker: RIG  
 ISIN: KYG900781090

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX G, WHICH PROVIDES FOR THE RECLASSIFICATION OF OUR ORDINARY SHARES.	Mgmt	For
02	APPROVAL OF THE ISSUANCE OF OUR ORDINARY SHARES TO SHAREHOLDERS OF GLOBALSANTAFE CORPORATION IN THE MERGER UNDER THE TERMS OF THE AGREEMENT AND PLAN OF MERGER, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX A.	Mgmt	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR MEMORANDUM AND ARTICLES OF ASSOCIATION TO, AMONG OTHER THINGS, INCREASE THE MAXIMUM NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS OF TRANSOCEAN INC. FROM 13 TO 14, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For

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

U.S. BANCORP

Agen

Security: 902973304  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2008  
 Ticker: USB  
 ISIN: US9029733048

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: DOUGLAS M. BAKER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: JOEL W. JOHNSON	Mgmt	For
1C	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: DAVID B. O'MALEY	Mgmt	For
1D	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: O'DELL M. OWENS, M.D., M.P.H.	Mgmt	For
1E	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: CRAIG D. SCHNUCK	Mgmt	For
02	RATIFY SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE 2008 FISCAL YEAR.	Mgmt	For
03	SHAREHOLDER PROPOSAL: ANNUAL RATIFICATION OF EXECUTIVE OFFICER COMPENSATION.	Shr	For
04	SHAREHOLDER PROPOSAL: SEPARATE THE ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER.	Shr	Against

UBS AG

Agen

Security: H89231338  
 Meeting Type: AGM  
 Meeting Date: 23-Apr-2008  
 Ticker:  
 ISIN: CH0024899483

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR ADP CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
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	Registration	No vote

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

COMPANY REGISTRAR HAS DISCRETION OVER GRANTING 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 OF 16 APR 2008. 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

-----  
UBS AG

Agenda

-----  
Security: H89231338  
Meeting Type: AGM  
Meeting Date: 23-Apr-2008  
Ticker:  
ISIN: CH0024899483  
-----

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 vote
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 438558, 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 vote
1.	Receive the annual report, accounts of the Group and accounts of the head company for the business year 2007, reports of the Group Auditor and the Auditors	Mgmt	No vote
2.	Approve the appropriation of the balance result	Mgmt	No vote
3.1	Amend the Articles regarding: reduce Board term from 3 years to 1 year	Mgmt	No vote
3.2	Amend the Articles regarding: references to the Group Auditors	Mgmt	No vote
4.1.1	Chairman of the Board Mr. Marcel Ospel will not stand for re-election as Director	Non-Voting	No vote
4.1.2	Re-elect Mr. Peter Voser as the Director	Mgmt	No vote
4.1.3	Re-elect Mr. Lawrence Weinbach as a Director	Mgmt	No vote

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

4.2.1	Elect Mr. David Sidwell as a Member of the Board of Directors	Mgmt	No vote
4.2.2	Elect Mr. Peter Kurer as a Member of the Board of Directors	Mgmt	No vote
4.3	Ratify the Ernst Young AG as the Auditors	Mgmt	No vote
5.	Approve the creation of CHF 125 million pool of capital with preemptive rights	Mgmt	No vote

---

UNICREDIT S.P.A., GENOVA

Agen

Security: T95132105  
 Meeting Type: MIX  
 Meeting Date: 28-Jul-2007  
 Ticker:  
 ISIN: IT0000064854

---

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 29 JUL 2007 AT 18:30 [AND A THIRD CALL ON 30 JUL 2007] AT 10:00. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU.	Non-Voting	Take No Action
O.1	Appoint 1 Director	Mgmt	Take No Action
E.1	Approve the merger project for incorporation of Capitalia SPA into Unicredit SPA as per Article 2501, Civil Code and consequent amendments to the By-Laws	Mgmt	Take No Action
E.2	Grant authority to dispose of some own shares in favor of No. 425.000 rights of purchase to be assigned to the Directors, not belonging to capitalia , replacing some rights not yet allotted previously and amending the resolutions approved by the shareholders meeting of 16 DEC 2006	Mgmt	Take No Action
E.3	Amend the Articles 27, 28 and 32 of the By-Laws	Mgmt	Take No Action

---

UNILEVER NV

Agen

Security: N8981F271

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

Meeting Type: OGM  
 Meeting Date: 15-May-2008  
 Ticker:  
 ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Report and accounts for the YE 31 DEC 2007	Non-Voting	No vote
2.	Adopt the annual accounts and approve the appropriation of the profit for the 2007 FY	Mgmt	No vote
3.	Grant discharge to the Executive Directors in office in the 2007 FY for the fulfilment of their task	Mgmt	No vote
4.	Grant discharge to the Non-Executive Directors in office in the 2007 FY for the fulfilment of their task	Mgmt	No vote
5.	Re-appoint Mr. P.J. Cescau as an Executive Director	Mgmt	No vote
6.	Appoint Mr. J.A. Lawrence as an Executive Director	Mgmt	No vote
7.	Approve to increase GSIP award and bonus limits for Mr. J.A. Lawrence	Mgmt	No vote
8.	Re-appoint Professor. G. Berger as a Non-Executive Director	Mgmt	No vote
9.	Re-appoint the Rt. Hon. the Lord Brittan of Spennithorne QC, DL as a Non-Executive Director	Mgmt	No vote
10.	Re-appoint Mr. W. Dik as a Non-Executive Director	Mgmt	No vote
11.	Re-appoint Mr. C.E. Golden as a Non-Executive Director	Mgmt	No vote
12.	Re-appoint Dr. B.E. Grote as a Non-Executive Director	Mgmt	No vote
13.	Re-appoint Mr. N. Murthy as a Non-Executive Director	Mgmt	No vote
14.	Re-appoint Ms. H. Nyasulu as a Non-Executive Director	Mgmt	No vote
15.	Re-appoint The Lord Simon of Highbury CBE as a Non-Executive Director	Mgmt	No vote
16.	Re-appoint Mr. K.J. Storm as a Non-Executive Director	Mgmt	No vote
17.	Re-appoint Mr. M. Treschow as a Non-Executive Director	Mgmt	No vote
18.	Re-appoint Mr. J. Van Der Veer as a Non-Executive Director	Mgmt	No vote
19.	Appoint PricewaterhouseCoopers Accountants N.V.	Mgmt	No vote

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

as the Auditors of the Company

20.	Approve to change the reporting language	Mgmt	No vote
21.	Approve to designate the Board of Directors as the Company body authorized to issue shares in the Company	Mgmt	No vote
22.	Authorize the Board of Directors to purchase shares and depositary receipts in the Company	Mgmt	No vote
23.	Approve to reduce the capital through cancellation of shares	Mgmt	No vote
24.	Any other business and closing	Non-Voting	No vote

-----  
 UNITED TECHNOLOGIES CORPORATION  
 -----

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 09-Apr-2008  
 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 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	For For For For For For For For For For For
02	APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF AMENDMENT TO THE 2005 LONG-TERM INCENTIVE PLAN	Mgmt	For
04	SHAREOWNER PROPOSAL: PRINCIPLES FOR HEALTH CARE REFORM	Shr	Against
05	SHAREOWNER PROPOSAL: GLOBAL SET OF CORPORATE STANDARDS	Shr	Against
06	SHAREOWNER PROPOSAL: PAY FOR SUPERIOR PERFORMANCE	Shr	Against
07	SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES	Shr	Against

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

-----  
 VERIZON COMMUNICATIONS INC.

Agenda

-----  
 Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 01-May-2008  
 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
1K	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ELIMINATE STOCK OPTIONS	Shr	Against
04	GENDER IDENTITY NONDISCRIMINATION POLICY	Shr	Against
05	SEPARATE OFFICES OF CHAIRMAN AND CEO	Shr	Against

-----  
 VIVENDI

Agenda

-----  
 Security: F97982106  
 Meeting Type: AGM  
 Meeting Date: 24-Apr-2008  
 Ticker:  
 ISIN: FR0000127771  
 -----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
	<p>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</p>	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS AN MIX MEETING. THANK YOU.	Non-Voting	No vote
0.1	Receive the reports of the Executive Committee and the Auditors, approve the Company's financial statements for the YE in 2007, as presented, showing a profit of EUR 1,504,370,455.00	Mgmt	For
0.2	Receive the reports of the Executive Committee and the Auditors, the consolidated financial statements for the said FY, in the form presented to the meeting	Mgmt	For
0.3	Receive the special report of the Auditors on agreements governed by Article L.225.88 of the French Commercial Code, and approve the agreements entered into or which remained in force during the FY	Mgmt	For
0.4	Approve the recommendations of the Executive Committee and resolves that the income for the FY be appropriated as follows: earnings for the FY: EUR 1,504,370,455.00 retained earnings: EUR 2,200,000,000.00 balance available for distribution: EUR 3,704,370,455.00 Legal reserve: EUR 4,240,216.00 dividends: EUR 1,514,062,753.00 other reserves: EUR 0.00 retained earnings: EUR 2,186,067,486.00 total: EUR 3,704,370,455.00 the shareholders will receive a net dividend of EUR 1.30 per share, and will entitle to the 40% deduction provided by the French Tax Code, this dividend will be paid on 14 MAY 2008	Mgmt	For
0.5	Approve to renews the appointment of Mr. M. Jean-Rene FOURTOU as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.6	Approve to renews the appointment of Mr. M. Claude BEBEAR as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.7	Approve to renews the appointment of Mr. M.	Mgmt	For

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

	Gerard BREMOND as a member of the Supervisory Board for a 4-year period		
0.8	Approve to renews the appointment of Mr. M. Mehdi DAZI as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.9	Approve to renews the appointment of Mr. M. Henri LACHMANN as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.10	Approve to renews the appointment of Mr. M. Pierre RODOCANACHI as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.11	Approve to renews the appointment of Mr. M. Karel VAN MIERT as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.12	Appoint Mr. M. Jean-Yves CHARLIER as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.13	Appoint Mr. M. Philippe DONNET as a member of the Supervisory Board for a 4-year period	Mgmt	For
0.14	Approve to award a total annual fees of EUR 1,500,000.00 to the Supervisory Board	Mgmt	For
0.15	Authorize the Executive Committee to trade in the Company's shares on the stock market, subject to the conditions described below: Maximum purchase price: EUR 40.00, Maximum funds invested in the share buybacks: EUR 3,490,000,000.00; [Authority expires for 18-month period]; to take all necessary measures and accomplish all necessary formalities, this authorization supersedes the fraction unused of the authorization granted by the Shareholders' Meeting of 19 APR 2007 in its resolution number 6	Mgmt	For
E.16	Grant authority to the Executive Committee to reduce the share capital, on 1 or more occasions and at its sole discretion, by canceling all or part of the shares held by the Company in connection with a stock repurchase plan, up to a maximum of 10% of the share capital over a 26-month period; [Authority expires for 24-month period]; to take all necessary measures and accomplish all necessary formalities, this authorization supersedes the fraction unused of the authorization granted by the Shareholders' Meeting of 19 APR 2007 in its resolution number 11	Mgmt	For
E.17	Grant authority to the Executive Committee, in 1 or more transactions, to beneficiaries to be chosen by it, options giving the right either to subscribe for new shares in the Company to be issued through a share capital increase, or to purchase existing shares purchased by the Company, it being provided that the options shall not give rights to a total number of	Mgmt	Against

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

shares, which shall exceed 2.5% of the capital share; [Authority expires for 38-month period]; to take all necessary measures and accomplish all necessary formalities, this amount shall count against the overall value set forth in resolution number 7 of the 19 APR 2007 Shareholders' Meeting; this authorization supersedes the fraction unused of the authorization granted by the General Meeting held in 28 APR 2005 in its resolution number 12

- |      |  |      |         |
|------|--|------|---------|
| E.18 | Grant authority to the Executive Committee, for free, on 1 or more occasions, existing or future shares, in favour of the Employees or the Corporate Officers of the Company and related Companies; they may not represent more than 0.5% of the share capital; [Authority expires for 38-month period]; to take all necessary measures and accomplish all necessary formalities; this amount shall count against the overall value set forth in resolution number 7 of the 19 APR 2007 Shareholders' Meeting; this authorization supersedes the fraction unused of the authorization granted by the General Meeting held in 28 APR 2005 in its resolution number 13   | Mgmt | Against |
| E.19 | Authorize the Executive Committee to increase the share capital, on 1 or more occasions, at its sole discretion, in favour of Employees and Corporate Officers of the company who are members of a Company savings plan; [Authority expires for 26-month period] and for a nominal amount that shall not exceed 2.5% of the capital share; this amount shall count against the overall value set forth in resolution number 7 of the General Meeting held in 19 APR 2007; the Shareholders' Meeting decides to cancel the Shareholders' preferential subscription rights in favour of members of a Corporate Savings Plan; to take all necessary measures and accomplish all necessary formalities; this authorization supersedes the fraction unused of the authorization granted by the Shareholders' Meeting of 19 APR 2007 in its resolution number 10 | Mgmt | For     |
| E.20 | Authorize the Executive Committee to increase the share capital, on 1 or more occasions, at its sole discretion, in favour of Employees and Corporate Officers of the Foreigner subsidiary Company who are members of a Company Savings Plan; [Authority expires for 18-month period] and for a nominal amount that shall not exceed 2.5% of the capital share; this amount shall count against the overall value set forth in resolution number 19 of the general meeting held in 19 APR 2007; the shareholders' meeting decides to cancel the Shareholders' preferential subscription rights in favour of any person corresponding to the specification given by the Shareholders' Meeting; to take all necessary measures and accomplish all necessary formalities;   | Mgmt | For     |

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

this authorization supersedes the fraction unused of the authorization granted by the shareholders' meeting of 19 APR 2007 in its resolution number 19

E.21	Grants full powers to the bearer of an original, a copy or extract of the minutes of this meeting to carry out all filings, publications and other formalities prescribed By Law	Mgmt	For
------	--	------	-----

---

WAL-MART STORES, INC.

Agen

Security: 931142103  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2008  
 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: DAVID D. GLASS	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	APPROVAL OF MANAGEMENT INCENTIVE PLAN, AS AMENDED AND RESTATED	Mgmt	For
03	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For

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

04	AMEND EQUAL EMPLOYMENT OPPORTUNITY POLICY	Shr	Against
05	PAY-FOR-SUPERIOR-PERFORMANCE	Shr	For
06	RECOUPMENT OF SENIOR EXECUTIVE COMPENSATION POLICY	Shr	Against
07	ESTABLISH HUMAN RIGHTS COMMITTEE	Shr	Against
08	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
09	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
10	SOCIAL AND REPUTATION IMPACT REPORT	Shr	Against
11	SPECIAL SHAREHOLDERS' MEETING	Shr	Against

-----  
WALGREEN CO.

Agen

-----  
Security: 931422109  
Meeting Type: Annual  
Meeting Date: 09-Jan-2008  
Ticker: WAG  
ISIN: US9314221097  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM C. FOOTE ALAN G. MCNALLY CORDELL REED JEFFREY A. REIN NANCY M. SCHLICHTING DAVID Y. SCHWARTZ ALEJANDRO SILVA JAMES A. SKINNER MARILOU M. VON FERSTEL CHARLES R. WALGREEN III	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL REGARDING REPORTS DISCLOSING CHARITABLE CONTRIBUTIONS.	Shr	Against
04	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON THE ADOPTION, MAINTENANCE OR EXTENSION OF ANY POISON PILL.	Shr	For
05	SHAREHOLDER PROPOSAL THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF WALGREEN CO.	Shr	For

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

WYETH

Agen

Security: 983024100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: WYE  
 ISIN: US9830241009

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT M. AMEN	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL J. CRITELLI	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT ESSNER	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN D. FEERICK	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1F	ELECTION OF DIRECTOR: VICTOR F. GANZI	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT LANGER	Mgmt	For
1H	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1I	ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE	Mgmt	For
1J	ELECTION OF DIRECTOR: MARY LAKE POLAN	Mgmt	For
1K	ELECTION OF DIRECTOR: BERNARD POUSSOT	Mgmt	For
1L	ELECTION OF DIRECTOR: GARY L. ROGERS	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN R. TORELL III	Mgmt	For
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
03	VOTE TO AMEND AND RESTATE THE WYETH 2005 STOCK INCENTIVE PLAN	Mgmt	For
04	VOTE TO ADOPT THE WYETH 2008 NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN	Mgmt	For
05	STOCKHOLDER PROPOSAL ON REPORTING THE COMPANY'S POLITICAL CONTRIBUTIONS AND TRADE ASSOCIATION PAYMENTS	Shr	Against
06	STOCKHOLDER PROPOSAL ON ADOPTION OF A BY-LAW FOR THE RECOUPMENT OF INCENTIVE BONUSES	Shr	Against

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

ZIMMER HOLDINGS, INC.

Agen

Security: 98956P102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2008  
 Ticker: ZMH  
 ISIN: US98956P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID C. DVORAK	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For
1D	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Mgmt	For
02	AUDITOR RATIFICATION	Mgmt	For
03	APPROVAL OF THE AMENDED ZIMMER HOLDINGS, INC. EXECUTIVE PERFORMANCE INCENTIVE PLAN	Mgmt	For
04	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS	Mgmt	For

ZURICH FINANCIAL SERVICES, ZUERICH

Agen

Security: H9870Y105  
 Meeting Type: AGM  
 Meeting Date: 03-Apr-2008  
 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 vote
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 vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ACTUAL RECORD DTAE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR	Non-Voting	No vote

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

ORIGINAL INSTRUCTIONS. THANK YOU.

-----  
 ZURICH FINANCIAL SERVICES, ZUERICH

Agen

-----  
 Security: H9870Y105  
 Meeting Type: AGM  
 Meeting Date: 03-Apr-2008  
 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 vote
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 437454 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 vote
1.	Receive the annual report including remuneration report, the annual financial statements and consolidated financial statements for 2007	Mgmt	No vote
2.	Approve the appropriation of the available earnings of Zurich Financial Services for 2007	Mgmt	No vote
3.	Approve to release the Members of the Board of Directors and the Group Executive Committee	Mgmt	No vote
4.	Approve the share capital reduction and amend the Article 5 of the Articles of Incorporation	Mgmt	No vote
5.	Approve to extend the authorized share capital and amend the Article 5 BIS Paragraph 1 of the Articles of Incorporation	Mgmt	No vote
6.	Approve the editorial change to the Articles of Incorporation [Articles 10 and 25]	Mgmt	No vote
7.1.1	Elect Ms. Susan Bies as a Director	Mgmt	No vote
7.1.2	Elect Mr. Victor Chu as a Director	Mgmt	No vote
7.1.3	Re-elect Mr. Manfred Gentz as a Director	Mgmt	No vote
7.1.4	Re-elect Mr. Fred Kindle as a Director	Mgmt	No vote
7.1.5	Re-elect Mr. Tom De Swaan as a Director	Mgmt	No vote

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

7.2	Ratify PricewaterhouseCoopers AG as the Auditors	Mgmt	No vote
7.3	Ratify OBT AG as Special Auditors	Mgmt	No vote

\* 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	08/26/2008