

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 17, 2011

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21832

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

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2010 - 06/30/2011

Eaton Vance Tax-Managed Diversified Equity Income Fund

ABB LTD

Agen

Security: H0010V101
Meeting Type: AGM
Meeting Date: 29-Apr-2011
Ticker:
ISIN: CH0012221716

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 814047 DUE TO ADDITION OF 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
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT	Non-Voting	No vote

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

IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.

CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 750820, 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
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'ABSTAIN' FOR ALL THE RESOLUTIONS. THANK YOU.	Non-Voting	No vote
2.1	Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2010	Mgmt	No vote
2.2	Consultative vote on the 2010 remuneration report	Mgmt	No vote
3	Discharge of the Board of Directors and the persons entrusted with management	Mgmt	No vote
4	Appropriation of available earnings and conversion of capital contribution reserve	Mgmt	No vote
5	Creation of additional contingent share capital in connection with employee participation	Mgmt	No vote
6	Renewal of authorized share capital	Mgmt	No vote
7.1.1	Re-election to the Board of Directors: Roger Agnelli	Mgmt	No vote
7.1.2	Re-election to the Board of Directors: Louis R. Hughes	Mgmt	No vote
7.1.3	Re-election to the Board of Directors: Hans Ulrich Marki	Mgmt	No vote
7.1.4	Re-election to the Board of Directors: Michel de Rosen	Mgmt	No vote
7.1.5	Re-election to the Board of Directors: Michael Treschow	Mgmt	No vote
7.1.6	Re-election to the Board of Directors: Jacob Wallenberg	Mgmt	No vote
7.1.7	Re-election to the Board of Directors: Hubertus von Grunberg	Mgmt	No vote
7.2	Election to the Board of Directors: Ying Yeh	Mgmt	No vote
8	Re-election of the auditors: Ernst & Young AG	Mgmt	No vote

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

9 Ad-hoc Motions Mgmt No vote

 ACCENTURE PLC

Agen

Security: G1151C101
 Meeting Type: Annual
 Meeting Date: 03-Feb-2011
 Ticker: ACN
 ISIN: IE00B4BNMY34

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED AUGUST 31, 2010 AS PRESENTED	Mgmt	For
2A	RE-APPOINTMENT OF DIRECTOR: CHARLES H. GIANCARLO	Mgmt	For
2B	RE-APPOINTMENT OF DIRECTOR: DENNIS F. HIGHTOWER	Mgmt	For
2C	RE-APPOINTMENT OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For
2D	RE-APPOINTMENT OF DIRECTOR: MARK MOODY-STUART	Mgmt	For
2E	RE-APPOINTMENT OF DIRECTOR: PIERRE NANTERME	Mgmt	For
03	RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2011 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION	Mgmt	For
04	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
05	RECOMMENDATION, IN A NON-BINDING VOTE, OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
06	AUTHORIZATION TO HOLD THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
07	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
08	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For

 AFLAC INCORPORATED

Agen

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

Security: 001055102
 Meeting Type: Annual
 Meeting Date: 02-May-2011
 Ticker: AFL
 ISIN: US0010551028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DANIEL P. AMOS	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN SHELBY AMOS II	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL S. AMOS II	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL H. ARMACOST	Mgmt	For
1E	ELECTION OF DIRECTOR: KRISS CLONINGER III	Mgmt	For
1F	ELECTION OF DIRECTOR: ELIZABETH J. HUDSON	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT B. JOHNSON	Mgmt	For
1I	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Mgmt	For
1J	ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.	Mgmt	For
1K	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Mgmt	For
1L	ELECTION OF DIRECTOR: MARVIN R. SCHUSTER	Mgmt	For
1M	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Mgmt	For
1N	ELECTION OF DIRECTOR: ROBERT L. WRIGHT	Mgmt	For
1O	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Mgmt	For
02	TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE IN THE PROXY STATEMENT.	Mgmt	For
03	NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

ALLIANZ SE, MUENCHEN

Agen

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

Security: D03080112
 Meeting Type: AGM
 Meeting Date: 04-May-2011
 Ticker:
 ISIN: DE0008404005

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT PURSUANT TO THE ARTICLES OF ASSOCIATION OF THE ISSUER THE DISCLOSURE OF THE BENEFICIAL OWNER DATA WILL BE REQUIRED WHEN EXCEEDING A CERTAIN LIMIT OF SHARE HOLDINGS OF THE STATUTORY SHARE CAPITAL. THEREFORE BROADRIDGE WILL BE DISCLOSING THE BENEFICIAL OWNER DATA FOR ALL VOTED ACCOUNTS TO THE RESPECTIVE LOCAL SUB CUSTODIAN. PLEASE NOTE THAT DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN BLOCKING MAY APPLY. THE VOTE DEADLINE AS DISPLAYED ON PROXYEDGE IS SUBJECT TO CHANGE AND WILL BE UPDATED AS SOON AS BROADRIDGE HAS OBTAINED ALL LOCAL SUB CUSTODIANS' CONFIRMATIONS REGARDING THEIR DEADLINE FOR INSTRUCTIONS. FOR ANY QUERIES PLEASE CONTACT YOUR CLIENT SERVICES REPRESENTATIVE. THANK YOU.	Non-Voting	No vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT IN SOME CASES DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN THESE SHARES MAY BE BLOCKED. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
	COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 19.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.	Non-Voting	No vote
1.	Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as at December 31, 2010, and of	Non-Voting	No vote

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

the Management Reports for Allianz SE and for the Group, the Explanatory Reports on the information pursuant to paragraph 289 (4), paragraph 315 (4) and paragraph 289 (5) of the German Commercial Code (HGB), as well as the Report of the Supervisory Board for fiscal year 2010

2.	Appropriation of net earnings	Mgmt	For
3.	Approval of the actions of the members of the Management Board	Mgmt	For
4.	Approval of the actions of the members of the Supervisory Board	Mgmt	For
5.	By-election to the Supervisory Board: Franz Heiss	Mgmt	For
6.	Amendment to the Statutes on Supervisory Board remuneration	Mgmt	For
7.	Approval of profit transfer agreement between Allianz SE and Allianz Global Investors AG	Mgmt	For
8.	Approval of the spin-off agreement between Allianz SE and Allianz Deutschland AG	Mgmt	For

 ALPHA NATURAL RESOURCES, INC.

 Agen

Security: 02076X102
 Meeting Type: Special
 Meeting Date: 01-Jun-2011
 Ticker: ANR
 ISIN: US02076X1028

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE AMENDMENT TO ALPHA'S CERTIFICATE OF INCORPORATION, AS DESCRIBED IN AND ATTACHED AS ANNEX B TO THE JOINT PROXY STATEMENT/PROSPECTUS, PURSUANT TO WHICH ALPHA WILL BE AUTHORIZED TO ISSUE UP TO 400,000,000 SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE.	Mgmt	For
02	TO APPROVE THE ISSUANCE OF SHARES OF ALPHA COMMON STOCK, PAR VALUE \$0.01 PER SHARE, TO STOCKHOLDERS OF MASSEY ENERGY COMPANY PURSUANT TO THE MERGER AGREEMENT, DATED JANUARY 28, 2011, AMONG ALPHA, MOUNTAIN MERGER SUB, INC., AND MASSEY.	Mgmt	For
03	TO APPROVE ADJOURNMENTS OF THE ALPHA SPECIAL MEETING IF NECESSARY OR APPROPRIATE, INCLUDING TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ALPHA SPECIAL MEETING TO APPROVE ONE OR BOTH OF THE PROPOSALS DESCRIBED ABOVE.	Mgmt	For

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

 AMAZON.COM, INC.

Agen

 Security: 023135106
 Meeting Type: Annual
 Meeting Date: 07-Jun-2011
 Ticker: AMZN
 ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1F	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1H	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER OWNERSHIP THRESHOLD FOR CALLING A SPECIAL MEETING OF SHAREHOLDERS.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT CONCERNING CLIMATE CHANGE.	Shr	Against

 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

 Security: 025537101
 Meeting Type: Annual
 Meeting Date: 26-Apr-2011
 Ticker: AEP
 ISIN: US0255371017

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID J. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES F. CORDES	Mgmt	For
1C	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Mgmt	For
1E	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Mgmt	For
1F	ELECTION OF DIRECTOR: LESTER A. HUDSON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
1I	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For
1K	ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN	Mgmt	For
1L	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN F. TURNER	Mgmt	For
2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109
 Meeting Type: Annual
 Meeting Date: 02-May-2011
 Ticker: AXP
 ISIN: US0258161092

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	D.F. AKERSON	Mgmt	For
	C. BARSHEFSKY	Mgmt	For
	U.M. BURNS	Mgmt	For
	K.I. CHENAULT	Mgmt	For
	P. CHERNIN	Mgmt	For
	T.J. LEONSIS	Mgmt	For

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

	J. LESCHLY	Mgmt	For
	R.C. LEVIN	Mgmt	For
	R.A. MCGINN	Mgmt	For
	E.D. MILLER	Mgmt	For
	S.S REINEMUND	Mgmt	For
	R.D. WALTER	Mgmt	For
	R.A. WILLIAMS	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY EXECUTIVE COMPENSATION VOTE.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
06	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shr	For

AMERICAN TOWER CORPORATION

Agen

Security: 029912201
Meeting Type: Annual
Meeting Date: 18-May-2011
Ticker: AMT
ISIN: US0299122012

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD M. DYKES	Mgmt	For
1C	ELECTION OF DIRECTOR: CAROLYN F. KATZ	Mgmt	For
1D	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Mgmt	For
1E	ELECTION OF DIRECTOR: JOANN A. REED	Mgmt	For
1F	ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Mgmt	For
02	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO AMERICAN TOWER CORPORATION'S	Mgmt	For

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

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.

04	TO CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	TO CONDUCT AN ADVISORY VOTE ON WHETHER TO HOLD THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS.	Mgmt	1 Year

 AMERISOURCEBERGEN CORPORATION

Agen

Security: 03073E105
 Meeting Type: Annual
 Meeting Date: 17-Feb-2011
 Ticker: ABC
 ISIN: US03073E1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF CLASS I DIRECTOR: CHARLES H. COTROS	Mgmt	For
1B	ELECTION OF CLASS I DIRECTOR: JANE E. HENNEY, M.D.	Mgmt	For
1C	ELECTION OF CLASS I DIRECTOR: R. DAVID YOST	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
05	APPROVAL OF THE AMENDMENT OF AMERISOURCEBERGEN'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
06	APPROVAL OF THE AMERISOURCEBERGEN CORPORATION 2011 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For

 ANGLO AMERN PLC

Agen

Security: G03764134
 Meeting Type: AGM
 Meeting Date: 21-Apr-2011
 Ticker:
 ISIN: GB00B1XZS820

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

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

1	To receive the financial statements of the Company and the Group and the reports of the directors and auditors for the year ended 31 December 2010	Mgmt	For
2	To declare a final dividend of 40 US cents per ordinary share, payable on 28 April 2011 to those shareholders registered at the close of business on 1 April 2011	Mgmt	For
3	To elect Mr Phuthuma Nhleko as a director of the Company	Mgmt	For
4	To re-elect Cynthia Carroll as a director of the Company	Mgmt	For
5	To re-elect David Challen as a director of the Company	Mgmt	For
6	To re-elect Sir CK Chow as a director of the Company	Mgmt	For
7	To re-elect Sir Philip Hampton as a director of the Company	Mgmt	For
8	To re-elect Rene Medori as a director of the Company	Mgmt	For
9	To re-elect Ray O'Rourke as a director of the Company	Mgmt	For
10	To re-elect Sir John Parker as a director of the Company	Mgmt	For
11	To re-elect Mamphela Ramphele as a director of the Company	Mgmt	For
12	To re-elect Jack Thompson as a director of the Company	Mgmt	For
13	To re-elect Peter Woicke as a director of the Company	Mgmt	For
14	To re-appoint Deloitte LLP as auditors of the Company for the ensuing year	Mgmt	For
15	To authorise the directors to determine the remuneration of the auditors	Mgmt	For
16	To approve the directors' remuneration report for the year ended 31 December 2010 set out in the Annual Report	Mgmt	For
17	To resolve that the rules of the Anglo American Long Term Incentive Plan 2011 produced to the meeting and for the purposes of identification initialled by the chairman (the 'Plan') be approved, and the directors' adoption of the Plan be authorised	Mgmt	For
18	To resolve that the authority conferred on the	Mgmt	For

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

	<p>directors by Article 9.2 of the Company's Articles of Association be renewed for the period ending at the conclusion of the Annual General Meeting in 2012 or on 30 June 2012, whichever is the earlier, and for such period the Section 551 Amount shall be USD 72.5 million. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006</p>		
19	<p>To resolve that subject to the passing of Resolution 18 above, the power conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed for the period referred to in Resolution 18 and for such period the Section 561 Amount shall be USD 36.2 million. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Companies Act 2006</p>	Mgmt	For
20	<p>To resolve that the Company be and is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 54 86/91 US cents each in the capital of the Company provided that: a) the maximum number of ordinary shares of 54 86/91 US cents each in the capital of the Company authorised to be acquired is 197.9 million; b) the minimum price which may be paid for an ordinary share is 54 86/91 US cents, which amount shall be exclusive of expenses; c) the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to the higher of 105% of the average of the middle market quotation for an ordinary share, as derived from the London CONTD</p>	Mgmt	For
CONT	<p>CONTD Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and the highest current bid as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003; and d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 (except in relation to the purchase of 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) unless such authority is renewed prior to such time</p>	Non-Voting	No vote
21	<p>That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice</p>	Mgmt	For

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

 ANHEUSER-BUSCH INBEV SA, BRUXELLES

Agen

Security: B6399C107
 Meeting Type: MIX
 Meeting Date: 26-Apr-2011
 Ticker:
 ISIN: BE0003793107

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE 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
CMMT	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
A.1	Proposal to replace the words "the last Tuesday of April" in the first paragraph of Article 24 with the words "the last Wednesday of April"	Mgmt	No vote
A.2	Proposal to add the following new paragraph at the end of Article 22:"The Company is authorised to deviate from the provisions of Article 520ter, indents 1 and 2, of the Companies Code, in respect of any persons falling within the scope of such provisions."	Mgmt	No vote
A.3a	Entry into force of the modifications to the Articles of Association resulting from the law on the exercise of certain rights of shareholders in listed companies: Proposal to resolve (i) that the modifications to the Articles of Association provided for in items 3 (b) to 3 (g) shall (a) be made under the condition precedent that a law implementing Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies (the 'Law') is published in the Belgian State Gazette and (b) enter into force on the date, if any, on which the Law (as may be amended, supplemented or implemented by any law or regulation) provides that such modifications enter into force and, in case the Law (as may be amended, supplemented or implemented by any law or regulation) does not provide such a date, such modifications will enter into force on the date on which	Mgmt	No vote

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

the Law enters into force; and (ii) that the provisions of the articles of association that are the object of modification by items 3 (b) to 3 (g) below (a) will remain in force until the corresponding modifications to the articles of association enter into force and (b) will be, for these purposes, set out at the end of the articles of association as transitional provisions; it being understood that the above proposed resolution shall not be submitted to the vote of the Extraordinary General Meeting of Shareholders in the event that the Law is published before the Extraordinary General Meeting which will effectively deliberate upon this item

- | | | | |
|-------|--|------|---------|
| A.3.b | Modification to Article 24 - Meetings: Proposal to delete the words ''The Body convening a meeting shall designate the places where the certified statement of blocking of dematerialised shares is to be deposited'' in the third paragraph of Article 24 and to add the following paragraph at the end of Article 24: ''Working days shall mean all days of the week with the exception of Saturdays, Sundays and legal public holidays in Belgium.'' | Mgmt | No vote |
| A.3.c | Modification to Article 25 - Admission to Shareholders' Meetings: Proposal to replace Article 25 as follows: ''a) Conditions of admission to Shareholders' Meetings: In order to have the right to participate in and vote at the Meeting, shareholders must: (i) have the ownership of their shares recorded in their name, as at midnight Central European Time on the fourteenth (14th) calendar day preceding the date of the Meeting (the ''record date''): - through registration in the register of the registered shares of the company, for holders of registered shares; or- through book-entry in the accounts of an authorised account holder or clearing organisation, for holders of dematerialised shares. Holders of bearer shares must first convert their bearer shares into registered or dematerialized shares; and (ii) notify the company (or the person designated by the company) by returning a signed original paper form or, if permitted by the company in the notice convening the Shareholders Meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the sixth (6th) calendar day preceding the day of the Meeting, of their intention to participate in the Meeting, indicating the number of shares in respect of which they intend to do so. In addition, the holders of dematerialised shares must, at the latest on the same day, provide the company (or the person designated by the company), or arrange for the company (or the person designated by the company) to be provided, with an original certificate issued by an authorised account holder or a | Mgmt | No vote |

clearing organisation certifying the number of shares owned on the record date by the relevant shareholder and for which it has notified its intention to participate in the Meeting. An issuer of certificates relating to registered shares must notify its capacity of issuer to the company, which will record such capacity in the register of such shares. An issuer which refrains from notifying this capacity to the company can only vote at a Shareholders' Meeting if the written notification indicating its intention to participate in that Shareholders' Meeting specifies its capacity of issuer. An issuer of certificates linked to dematerialised shares must notify its capacity of issuer to the company before exercising any vote, at the latest through the written notification indicating its intention to participate in the Shareholders' Meeting, failing which such shares cannot participate in voting.

b) Proxies and powers of attorney: Any shareholder with the right to vote may either personally participate in the Meeting or give a proxy to another person, who need not be a shareholder, to represent it at a Shareholders' Meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The signed original paper form or electronic form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the Meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirement.

c) Formalities for admission: Prior to the Meeting, the shareholders or their proxies are required to sign an attendance sheet, indicating their first name, last name, and place of residence or corporate denomination and registered office, as well as the number of shares in respect of which they are participating in the Meeting. Representatives of legal entities must provide the documents evidencing their capacity as bodies or special proxy holders. The natural persons, shareholders, bodies or proxy holders who take part in the Shareholders' Meeting must be able to prove their identity.

d) Other securities: The holders of profit sharing certificates, non-voting shares, bonds, subscription rights or other securities issued by the company, as well as the holders of certificates issued with the assistance of the company and representing securities issued by the latter, may participate in the Shareholders' Meeting insofar as the

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

law entitles them to do so, and, as the case may be, gives them the right to participate in voting. If they propose to participate, they are subject to the same formalities concerning admission and access, and forms and filing of proxies, as those imposed on the shareholders.'

- A.3.d Modification to Article 26 BIS - Vote by correspondence: Mgmt No vote
Proposal to rename Article 26BIS''''Remote Voting Before The Shareholders' Meeting'' and to replace it as follows: ''Any shareholder may vote remotely before the Meeting, by sending a paper form or, if permitted by the company in the notice convening the Shareholders' Meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The original signed paper form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the Meeting. Voting through the sending of the signed electronic form may occur until the calendar day before the date of the Meeting. The company may also organise a remote vote before the Meeting through other electronic communication methods, such as, among others, through one or several Web sites. It shall specify the practical terms of any such remote vote in the convening notice. The company will ensure that, when arranging remote electronic voting before the Shareholders' Meeting, either through the sending of an electronic form or through other electronic communication methods, the company is able, through the system used, to control the identity and capacity as shareholder of each person casting a vote electronically. Shareholders voting remotely, must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the conditions set out in Article 25.''
- A.3.e Modification to Article 28 - Deliberations: Mgmt No vote
Proposal to rename Article 28 ''Agenda And Deliberations'' and to replace the first paragraph with the following paragraphs: ''The Shareholders' Meeting may deliberate only the business on its agenda. One or more shareholders representing at least 3% of the capital of the company may request for items to be added to the agenda and submit resolution proposals in relation to existing agenda items or new items to be added to the agenda provided that they prove holding of such shareholding as at the date of their request by, as far as registered shares are concerned, a certificate evidencing the registration of the shares in the register of shares of the company or, as far as dematerialised shares are concerned, by a certificate issued by an authorised account holder or a clearing organisation certifying the book-entry of the

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

shares in one or several accounts held by such account holder or clearing organisation. Such right shall not be available in relation to a second extraordinary Shareholders' Meeting that is convened for lack of a quorum at the first extraordinary Shareholders' Meeting. The new agenda items and/or resolution proposals should be received by the company in signed original paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the twentysecond (22nd) calendar day preceding the date of the Shareholders' Meeting and the company shall publish a revised agenda at the latest on the fifteenth (15th) calendar day preceding the date of the Meeting. The handling of such new agenda items and/or resolution proposals during the Meeting is subject to the relevant shareholder(s) having satisfied, with respect to shares representing at least 3% of the capital, the conditions set forth in Article 25, a), (i) and (ii).'

A.3.f	Modification to Article 30 - Adjournments: Proposal to replace the second and third paragraphs of Article 30 as follows: ''Such adjournment cancels all decisions taken during the Meeting. The Shareholders' Meeting shall be held again within five (5) weeks and with the same agenda. Shareholders wishing to participate in such Meeting shall fulfil the admission conditions set out in Article 25 a). To this effect, a record date shall be set on the fourteenth (14th) calendar day at midnight Central European Time preceding the date of the second Meeting.''	Mgmt	No vote
A.3.g	Modification to Article 36 BIS: Proposal to delete Article 36 BIS	Mgmt	No vote
A.4.a	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the Board of Directors on the issuance of subscription rights and the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 583, 596 and 598 of the Companies Code	Non-Voting	No vote
A.4.b	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the statutory auditor on the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 596 and 598 of the Companies Code	Non-Voting	No vote
A.4.c	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Proposed resolution: excluding the	Mgmt	No vote

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

preference right of the existing shareholders in relation to the issuance of subscription rights in favour of all current Directors of the Company, as identified in the report referred under item (a) above

- | | | | |
|-------|---|------|---------|
| A.4.d | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Issuance of subscription rights: Proposed resolution: approving the issuance of 215,000 subscription rights and determining their terms and conditions (as such terms and conditions are appended to the report referred under item (a) above). The main provisions of these terms and conditions can be summarised as follows: each subscription right confers the right to subscribe in cash to one ordinary share in the Company, with the same rights (including dividend rights) as the existing shares. Each subscription right is granted for no consideration. Its exercise price equals the average price of the Company share on Euronext Brussels over the 30 calendar days preceding the issuance of the subscription rights by the Shareholders' Meeting. All subscription rights have a term of five years as from their issuance and become exercisable as follows: a first third may be exercised from 1 January 2013 up to and including 25 April 2016, a second third may be exercised from 1 January 2014 up to and including 25 April 2016 and the last third may be exercised from 1 January 2015 up to and including 25 April 2016. At the end of the exercise period, the subscription rights that have not been exercised automatically become null and void | Mgmt | No vote |
| A.4.e | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Conditional capital increase: Proposed resolution: increasing the capital of the Company, under the condition precedent and to the extent of the exercise of the subscription rights, for a maximum amount equal to the number of subscription rights issued multiplied by their exercise price and allocation of the issuance premium to an account not available for distribution | Mgmt | No vote |
| A.4.f | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Express approval pursuant to Article 554, indent 7, of the Companies Code: Proposed resolution: expressly approving the granting of the above-mentioned subscription rights to any Director of the Company who is independent within the meaning of Article 526ter of the Companies Code | Mgmt | No vote |
| A.4.g | Issuance of 215,000 subscription rights and capital increase under the condition precedent | Mgmt | No vote |

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

and to the extent of the exercise of the subscription rights: Powers: Proposed resolution: granting powers to two Directors acting jointly to have recorded by notarial deed the exercise of the subscription rights, the corresponding increase of the capital, the number of new shares issued, the resulting modification to the articles of association and the allocation of the issuance premium to an account not available for distribution

B.1	Management report by the Board of Directors on the accounting year ended on 31 December 2010	Non-Voting	No vote
B.2	Report by the statutory auditor on the accounting year ended on 31 December 2010	Non-Voting	No vote
B.3	Communication of the consolidated annual accounts relating to the accounting year ended on 31 December 2010, as well as the management report by the Board of Directors and the report by the statutory auditor on the consolidated annual accounts	Non-Voting	No vote
B.4	Approval of the statutory annual accounts: Proposed resolution: approving the statutory annual accounts relating to the accounting year ended on 31 December 2010, including the following allocation of the result: Profit of the accounting year: EUR 53,198, Profit carried forward from the preceding accounting year: EUR 7,018,197, Result to be allocated: EUR 7,071,395, Deduction for the unavailable reserve: - EUR 68, Gross dividend for the shares (*): EUR 1,275,707, Balance of carried forward profit: EUR 5,795,620, (*) On a per share basis, this represents a gross dividend of EUR 0.8, giving right to a dividend net of Belgian withholding tax of EUR 0.6 per share (in case of 25% Belgian withholding tax), of EUR 0.68 per share (in case of 15% Belgian withholding tax) and of EUR 0.8 per share (in case of exemption from Belgian withholding tax). Such amount may fluctuate depending on the number of own shares held by the Company on the dividend payment date. The dividend will be payable as from 02 May 2011	Mgmt	No vote
B.5	Discharge to the Directors: Proposed resolution: granting discharge to the Directors for the performance of their duties during the accounting year ended on 31 December 2010	Mgmt	No vote
B.6	Discharge to the statutory auditor: Proposed resolution: granting discharge to the statutory auditor for the performance of his duties during the accounting year ended on 31 December 2010.	Mgmt	No vote
B.7	Acknowledgment of the end of the mandate as director of Mr. Arnoud de Pret, Mr. Jean-Luc Dehaene and Mr. August Busch IV.	Non-Voting	No vote
B.8.a	Appointment of directors: Proposed resolution:	Mgmt	No vote

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

renewing the appointment as director of Mr. St fan Descheemaeker, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014

- | | | | |
|-------|---|------|---------|
| B.8.b | <p>Proposed resolution: appointing as director Mr. Paul Cornet de Ways Ruart, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Paul Cornet is a Belgian citizen. He is a Commercial Engineer Cum Laude from the Catholic University of Louvain (1991) and holds an MBA with Dean's Honour from the University of Chicago (1996) with concentration in Finance. He is currently working for Yahoo! EMEA where he is Chief of Staff and Senior Financial Director responsible for Corporate Development and Audience. Before Yahoo!, Mr. Cornet was the Director of Strategy for Orange (UK mobile operator) and spent seven years with McKinsey&Company in London and Palo Alto (CA). He is also on the Boards of EPS, Rayvax, Sparflex and several venture capital backed technology companies</p> | Mgmt | No vote |
| | | | |
| B.8.c | <p>Proposed resolution: renewing the appointment as independent director of Mr. Kees Storm, for a period of two years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2012. The renewal of the mandate for only two years is in line with the Company's Corporate Governance Charter which provides that the term of office of directors shall end immediately after the shareholders' meeting following their 70th birthday. Mr. Storm complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter, except for the requirement not to have been a non-executive director of the company for more than three successive terms (Article 526ter, par. 1, 2). Except when legally required to apply the definition of Article 526ter, par. 1, 2 , the Board proposes to consider that Mr. Storm continues to qualify as independent director. The Board is of the opinion that the quality and independence of the contribution of Mr. Storm to the functioning of the Board has not been influenced by the length of his tenure. Mr. Storm has acquired a superior understanding of the Company's business, its underlying strategy and specific culture, in particular in his capacity of Chairman of the Audit Committee, and in light of his particular experience, reputation and background it is in the Company's best interests to renew him as an independent director for an additional term of 2 years. Moreover, Mr. Storm expressly stated and the Board is of the opinion that he does not have any relationship with any company which could</p> | Mgmt | No vote |

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

compromise his independence

- | | | | |
|-------|---|------|---------|
| B.8.d | <p>Proposed resolution: renewing the appointment as independent director of Mr. Peter Harf, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Harf complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter, except for the requirement not to have been a non-executive director of the company for more than three successive terms (Article 526ter, par. 1, 2). Except when legally required to apply the definition of Article 526ter, par. 1, 2 , the Board proposes to consider that Mr. Harf continues to qualify as independent director. The Board is of the opinion that the quality and independence of the contribution of Mr. Harf to the functioning of the Board has not been influenced by the length of his tenure. Mr. Harf has acquired a superior understanding of the Company's business, its underlying strategy and specific culture, in particular in his capacity of Chairman of the Board, and in light of his particular experience, reputation and background it is in the Company's best interests to renew him as an independent director for an additional term of 4 years. Moreover, Mr. Harf expressly stated and the Board is of the opinion that he does not have any relationship with any company which could compromise his independence</p> | Mgmt | No vote |
| B.8.e | <p>Proposed resolution: appointing as independent director Mr. Olivier Goudet, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Olivier Goudet is a French citizen. He is Executive Vice President and Chief Financial Officer of Mars, Incorporated. He joined Mars in 1990, serving on the finance team of the French business. After six years, he left Mars to join the VALEO Group, where he held several senior executive positions. In 1998, he returned to Mars, where he became Chief Financial Officer in 2004. In 2008, his role was broadened to the position of Executive Vice President and CFO. Mr. Goudet is also a director of the Wm. Wrigley Jr. Company, Mars' gum and confections subsidiary, where Berkshire Hathaway is a minority investor. He holds a degree in engineering from l'Ecole Centrale de Paris and graduated from the ESSEC Business School in Paris with a major in finance. Mr. Goudet complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter. Moreover, Mr. Goudet expressly stated and the Board is of the opinion that he does not have</p> | Mgmt | No vote |

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

any relationship with any company which could compromise his independence

- | | | | |
|-------|---|------|---------|
| B.9.a | <p>Proposed resolution: approving the Remuneration report for the financial year 2010 as set out in the 2010 annual report, including the executive remuneration policy. Such policy provides for the possibility of granting variable compensation in the form of shares that are immediately vested, subject to a five-year blocking period. In addition, the executive remuneration policy provides that the Company may also grant matching shares (in the form of restricted stock units) and stock options, the value of which can exceed 25% of the annual remuneration and which vest after a period of five years but without being subject to a specific performance test. Special forfeiture rules apply to matching shares and stock options in case of termination of service before the end of the five-year vesting period. The 2010 annual report and remuneration report containing the executive remuneration policy, can be reviewed as indicated at the end of this notice</p> | Mgmt | No vote |
| B.9.b | <p>Proposed resolution: confirming the specified grants of stock options and restricted stock units to executives: a) Confirmation, for US law purposes, of two new programs launched in November 2010 under the Company's Long Term Incentive Stock Options Plan, allowing for the offer, over a period of 10 years, of (i) stock options on a maximum of 5,000,000 ordinary shares of the Company and (ii) stock options on a maximum of 5,000,000 American Depositary Shares (ADSs) of the Company, all of which can be granted to employees of the Company and/or its majority owned subsidiaries in the form of Incentive Stock Options (ISOs) pursuant to Sections 421 and 422 of the US Internal Revenue Code of 1986, as amended. Each stock option gives the recipient the right to purchase one existing share in the Company listed on Euronext Brussels or one existing American Depositary Share of the Company traded on the New York Stock Exchange. The exercise price of each stock option corresponds to the fair value of the Company share or of the ADS at the time of granting of the options. b) Confirmation of three specific Long Term Restricted Stock Unit Programs i. a program allowing for the offer of restricted stock units to certain employees in certain specific circumstances at the discretion of the Chief Executive Officer of Anheuser-Busch InBev e.g. to compensate for assignments of expatriates to certain specific countries. Each restricted stock unit will vest only after a five-year vesting period without performance test. In case of termination of service before the vesting date, special forfeiture rules apply. Confirmation of the hardship grant of approximately 120,000 restricted</p> | Mgmt | No vote |

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

stock units under the Program in 2010 to employees of the Company and/or its majority owned subsidiaries.

ii. a program allowing for the exceptional offer of restricted stock units to certain employees at the discretion of the Remuneration Committee of Anheuser-Busch InBev as a long-term retention incentive for key employees of the Company. The first half of the restricted stock units vest after five years and the other half vest only after a ten-year period. No performance test is applied. In case of termination of service before the vesting date, special forfeiture rules apply. Confirmation of the grant of approximately 320,000 restricted stock units under the Program in 2010 to employees of the Company and/or its majority owned subsidiaries.

iii. a program allowing certain employees to purchase Company shares at a discount aimed as a long-term retention incentive for highpotential employees of the Company and/or its majority owned subsidiaries, who are at a mid-manager level. The voluntary investment in Company shares leads to the grant of 3 matching shares for each share invested. The discount and matching shares are granted in the form of restricted stock units which vest after 5 years. In case of termination before the vesting date, special forfeiture rules apply

B10.a	Approval of change of control provisions relating to the Updated EMTN Programme: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) Condition 7.5 of the Terms & Conditions (Change of Control Put) of the EUR 15,000,000,000 updated Euro Medium Term Note Programme dated 18 October 2010 of the Company and Brandbrew SA (the "Issuers") and Deutsche Bank AG., London Branch acting as Arranger (the "Updated EMTN Programme"), which may be applicable in the case of notes issued under the Updated EMTN Programme and (ii) any other provision in the Updated EMTN Programme granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Terms & Conditions of the Updated EMTN Programme) (*). (*) Pursuant to the Updated EMTN Programme, (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted	Mgmt	No vote
-------	---	------	---------

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

a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". If a Change of Control Put is specified in the applicable Final Terms of the notes, Condition 7.5 of the Terms & Conditions of the Updated EMTN Programme grants, to any noteholder, in essence, the right to request the redemption of his notes at the redemption amount specified in the Final Terms of the notes, together, if appropriate, with interest accrued upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade

B10.b	Approval of change of control provisions relating to the US Dollar notes: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the USD 3,250,000,000 notes issued on 29 and 26 March 2010, consisting of USD 1,000,000,000 2.50% notes due 2013, USD 750,000,000 3.625% notes due 2015, USD 1,000,000,000 5.00% notes due 2020 and USD 500,000,000 Floating Rate Notes due 2013 (the "Unregistered Notes issued in March 2010"), (ii) the Change of Control clause of the USD 3,250,000,000 registered notes issued in September 2010, consisting of USD 1,000,000,000 2.50% notes due 2013, USD 750,000,000 3.625% notes due 2015, USD 1,000,000,000 5.00% notes due 2020 and USD 500,000,000 Floating Rate Notes due 2013, issued in exchange for corresponding amounts of the corresponding unregistered notes issued in March 2010, in accordance with a US Form F-4 Registration Statement pursuant to an exchange offer launched by Anheuser-Busch InBev Worldwide Inc. in the U.S. on 5 August 2010 and expired on 2 September 2010 (the "Registered Notes issued in September 2010"), (iii) the Change of Control clause of the USD 8,000,000,000 registered notes issued in March 2011, consisting of USD 1,250,000,000 7.20% notes due 2014, USD 2,500,000,000 7.75% notes due 2019 and USD 1,250,000,000 8.20% notes due 2039, USD 1,550,000,000 5.375% notes due 2014, USD 1,000,000,000 6.875% notes due 2019 and USD 450,000,000 8.00%	Mgmt	No vote
-------	---	------	---------

notes due 2039, each issued in exchange for corresponding amounts of the corresponding unregistered notes issued in January 2009 and of the corresponding unregistered notes issued in May 2009, in accordance with a US Form F-4 Registration Statement pursuant to an exchange offer launched by Anheuser-Busch InBev Worldwide Inc. in the U.S. on 11 February 2011 and expired on 14 March 2011 (the "Registered Notes issued in March 2011"), whereby each of the Unregistered Notes issued in March 2010, the Registered Notes issued in September 2010 and the Registered Notes issued in March 2011 are issued by Anheuser-Busch InBev Worldwide Inc. (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (iv) any other provision applicable to the Unregistered Notes issued in March 2010, the Registered Notes issued in September 2010 and the Registered Notes issued in March 2011 granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Offering Memorandum with respect to the unregistered notes, as the case may be, and in the Registration Statement with respect to the registered notes) (*). (*) (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase

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

price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade

B10.c	Approval of change of control provisions relating to the notes issued under Anheuser-Busch InBev's Shelf Registration Statement filed in the United States on Form F-3: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the Brazilian real ("BRL") 750,000,000 9.750% registered notes issued on 17 November 2010 by Anheuser-Busch InBev Worldwide Inc. under Anheuser-Busch InBev's Shelf Registration Statement filed on Form F-3 on 21 September 2010 (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (ii) any other provision applicable to the registered notes granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Prospectus Supplement dated 9 November 2010 to the Prospectus dated 21 September 2010). (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence	Mgmt	No vote
-------	---	------	---------

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

of a Change of Control and a related downgrade
in the notes to sub-investment grade

- | | | | |
|-------|--|------|---------|
| B10.d | <p>Approval of change of control provisions relating to the CAD Dollar notes issued via a Canadian Private Placement: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the CAD 600,000,000 3.65% notes due 2016 issued on 8 December 2010 via a Canadian Private Placement by Anheuser-Busch InBev Worldwide Inc. (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (ii) any other provision applicable to the notes granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Offering Memorandum dated 8 December 2010). AB_INBEV_form_vote_110426_EN.doc</p> <p>(a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company",</p> <p>(b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade</p> | Mgmt | No vote |
| C | <p>Proposed resolution: granting powers to Mr. Benoit Loore, VP Legal Corporate, with power to substitute and without prejudice to other</p> | Mgmt | No vote |

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

delegations of powers to the extent applicable, for (i) the acknowledgment of the realisation of the condition precedent referred to under A.3 (a) above, (ii) the restatements of the articles of association as a result of all changes referred to above, the signing of the restated articles of association and their filings with the clerk's office of the Commercial Court of Brussels, (iii) the filing with the same clerk's office of the resolutions referred under item B.10 above and (iv) any other filings and publication formalities in relation to the above resolutions

PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RESOLUTION C.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

 APACHE CORPORATION

 Agen

Security: 037411105
 Meeting Type: Annual
 Meeting Date: 05-May-2011
 Ticker: APA
 ISIN: US0374111054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: G. STEVEN FARRIS	Mgmt	For
02	ELECTION OF DIRECTOR: RANDOLPH M. FERLIC	Mgmt	For
03	ELECTION OF DIRECTOR: A.D. FRAZIER, JR.	Mgmt	For
04	ELECTION OF DIRECTOR: JOHN A. KOCUR	Mgmt	For
05	RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS	Mgmt	For
06	ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	For
07	TO RECOMMEND THE FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	1 Year
08	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL COMMON STOCK	Mgmt	For
09	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL PREFERRED STOCK	Mgmt	For

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

10 APPROVAL OF APACHE'S 2011 OMNIBUS EQUITY COMPENSATION PLAN Mgmt For

 APPLE INC. Agen

Security: 037833100
 Meeting Type: Annual
 Meeting Date: 23-Feb-2011
 Ticker: AAPL
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

 ASTRAZENECA PLC Agen

Security: G0593M107
 Meeting Type: AGM
 Meeting Date: 28-Apr-2011
 Ticker:
 ISIN: GB0009895292

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2010	Mgmt	For

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

2	To confirm dividends	Mgmt	For
3	To re-appoint KPMG Audit Plc, London as Auditor	Mgmt	For
4	To authorise the Directors to agree the remuneration of the Auditor	Mgmt	For
5.a	To elect or re-elect Louis Schweitzer as a Director	Mgmt	For
5.b	To elect or re-elect David Brennan as a Director	Mgmt	For
5.c	To elect or re-elect Simon Lowth as a Director	Mgmt	For
5.d	To elect or re-elect Bruce Burlington as a Director	Mgmt	For
5.e	To elect or re-elect Jean-Philippe Courtois as a Director	Mgmt	For
5.f	To elect or re-elect Michele Hooper as a Director	Mgmt	For
5.g	To elect or re-elect Rudy Markham as a Director	Mgmt	For
5.h	To elect or re-elect Nancy Rothwell as a Director	Mgmt	For
5.i	To elect or re-elect Shriti Vadera as a Director	Mgmt	For
5.j	To elect or re-elect John Varley as a Director	Mgmt	For
5.k	To elect or re-elect Marcus Wallenberg as a Director	Mgmt	For
6	To approve the Directors' Remuneration Report for the year ended 31 December 2010	Mgmt	For
7	To authorise limited EU political donations	Mgmt	For
8	To authorise the Directors to allot shares	Mgmt	For
9	To authorise the Directors to disapply pre-emption rights	Mgmt	For
10	To authorise the Company to purchase its own shares	Mgmt	For
11	To reduce the notice period for general meetings	Mgmt	For

 AT&T INC.

 Agen

 Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 29-Apr-2011
 Ticker: T
 ISIN: US00206R1023

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

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

1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1C	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1E	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1G	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1H	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1J	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1K	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1L	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	APPROVE 2011 INCENTIVE PLAN.	Mgmt	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
06	POLITICAL CONTRIBUTIONS.	Shr	Against
07	SPECIAL STOCKHOLDER MEETINGS.	Shr	For
08	WRITTEN CONSENT.	Shr	For

AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101
Meeting Type: Annual
Meeting Date: 11-May-2011
Ticker: AVB
ISIN: US0534841012

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	BRYCE BLAIR	Mgmt	For
	BRUCE A. CHOATE	Mgmt	For
	JOHN J. HEALY, JR.	Mgmt	For
	TIMOTHY J. NAUGHTON	Mgmt	For
	LANCE R. PRIMIS	Mgmt	For

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

	PETER S. RUMMELL	Mgmt	For
	H. JAY SARLES	Mgmt	For
	W. EDWARD WALTER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	TO CAST A NON-BINDING ADVISORY VOTE ON APPROVAL OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT.	Mgmt	For
04	TO CAST A NON-BINDING ADVISORY VOTE AS TO FREQUENCY OF FUTURE ADVISORY STOCKHOLDER VOTES ON THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

 AXA SA, PARIS

Agen

 Security: F06106102
 Meeting Type: MIX
 Meeting Date: 27-Apr-2011
 Ticker:
 ISIN: FR0000120628

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2011/0221/201102211100390.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2011/0321/201103211100779.pdf	Non-Voting	No vote

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

0.1	Approval of the corporate financial statements for the financial year 2010	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year 2010	Mgmt	For
0.3	Allocation of income for the financial year 2010 and setting the dividend at 0.69 Euro per share	Mgmt	For
0.4	Special report of the Statutory Auditors on the regulated Agreements	Mgmt	For
0.5	Renewal of Mr. Jean-Martin Folz's term as Board member	Mgmt	For
0.6	Renewal of Mr. Giuseppe Mussari's term as Board member	Mgmt	For
0.7	Appointment of Mr. Marcus Schenck as Board member	Mgmt	For
0.8	Authorization granted to the Board of Directors to purchase ordinary shares of the Company	Mgmt	Against
E.9	Delegation of authority granted to the Board of Directors to increase share capital by incorporation of reserves, profits or premiums	Mgmt	For
E.10	Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company or one of its subsidiaries with preferential subscription rights of shareholders	Mgmt	For
E.11	Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company or one of its subsidiaries without preferential subscription rights of shareholders as part of public offers	Mgmt	For
E.12	Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company or one of its subsidiaries without preferential subscription rights of shareholders through private investments pursuant to Article L.411-2,II of the Monetary and Financial Code	Mgmt	For
E.13	Authorization granted to the Board of Directors in the event of issuance without preferential subscription rights by way of public offers or private investments to set the issue price according to the terms determined by the General Meeting, within the limit of 10% of the capital	Mgmt	For
E.14	Authorization granted to the Board of Directors	Mgmt	For

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

	to increase the amount of the original issuance, in the event of issuance with or without preferential subscription rights, decided in accordance with respectively the tenth to thirteenth and seventeenth resolutions		
E.15	Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company in the event of public exchange offer initiated by the Company	Mgmt	For
E.16	Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company, in consideration for in-kind contributions within the limit of 10% of the share capital, outside of a public exchange offer initiated by the Company	Mgmt	For
E.17	Delegation of authority granted to the Board of Directors to issue ordinary shares, as a result of the issuance of securities by subsidiaries of the Company giving access to ordinary shares of the Company	Mgmt	For
E.18	Delegation of authority granted to the Board of Directors to issue securities entitling to allotment of debt securities and does not give rise to a capital increase of the Company	Mgmt	For
E.19	Delegation of power granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company reserved for members of a company savings plan	Mgmt	For
E.20	Delegation of power granted to the Board of Directors to increase share capital by issuing ordinary shares without preferential subscription rights in favor of a specified category of beneficiaries	Mgmt	For
E.21	Authorization granted to the Board of Directors to grant options to subscribe for or purchase shares to eligible employees and corporate officers of AXA Group	Mgmt	For
E.22	Authorization granted to the Board of Directors to award free shares with performance conditions to eligible employees and corporate officers of AXA Group	Mgmt	Against
E.23	Authorization granted to the Board of Directors to award free shares to Group employees in connection with achieving the Group strategic objectives and implementation of the Act of December 3, 2008	Mgmt	For
E.24	Authorization granted to the Board of Directors	Mgmt	For

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

	to reduce the share capital by cancellation of ordinary shares		
E.25	Amendment of the Statutes relating to the notification of appointment and dismissal of the representative at General Meetings by electronic means	Mgmt	For
E.26	Powers to accomplish all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. 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

BANCO BILBAO VIZCAYA ARGENTARIA SA, BILBAO

Agen

Security: E11805103
Meeting Type: AGM
Meeting Date: 10-Mar-2011
Ticker:
ISIN: ES0113211835

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 11 MAR 2011. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	No vote
1	Examination and approval of the annual financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and annual report) and the management report for Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group. Application of earnings; dividend payout. Approval of corporate management. All these refer to the year ending 31st December 2010	Mgmt	For
2.1	Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Mr Tomas Alfaro Drake Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects	Mgmt	For
2.2	Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Mr Juan Carlos Alvarez Mezquiriz Pursuant to paragraph	Mgmt	For

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

- 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects
- 2.3 Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Mr Carlos Loring Martinez de Irujo Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects Mgmt For
- 2.4 Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Ms Susana Rodriguez Vidarte Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects Mgmt For
- 2.5 Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Ratification and re-election of Mr Jose Luis Palao Garcia-Suelto Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects Mgmt For
- 3 Examination and approval of the common merger plan for Banco Bilbao Vizcaya Argentaria, S.A. (absorbing company) and Finanzia Banco de Credito, S.A. (Unipersonal) (absorbed company); approval of the balance-sheet of Banco Bilbao Vizcaya Argentaria, S.A. for the year ending 31st December 2010 as merger balance sheet, verified by the Company Auditors. Approval of the merger between the companies Banco Bilbao Vizcaya Argentaria, S.A. (absorbing company) and Finanzia Banco de Credito, S.A. (Unipersonal) (absorbed company). All this will be in compliance with the provisions of the aforementioned merger plan. Applicability of the special tax scheme established under chapter VIII of title VII of the Corporation Tax Act (Consolidated Text) to the merger Mgmt For
- 4 Conferral of authority on the board of directors, pursuant to article 297.1.b) of the Capital Companies Act, to increase share capital, during five years, up to a maximum amount corresponding to 50% of the Company's share capital on Mgmt For

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

	<p>the date of the authorisation, on one or several occasions, to the amount that the board decides, by issuing new ordinary or preferred shares with or without voting rights or shares of any other kind permitted by law, including redeemable shares; envisaging the possibility of incomplete subscription pursuant to article 311 of the Capital Companies Act; and conferring authority to amend article 5 of the corporate bylaws. Likewise, confer authority, under the terms and conditions of article 506 of the Capital Companies Act, to exclude pre-emptive subscription rights over said share issues. This CONTD</p>		
CONT	<p>CONTD authority will be limited to 20% of the Company's share capital</p>	Non-Voting	No vote
5	<p>Approve two share capital increases chargeable to reserves in order to comply with the shareholder remuneration schedule for 2011: Increase the share capital by the amount to be determined according to the terms of the resolution, by issuance of new ordinary shares each with a nominal value of forty nine euro-cents (0.49EUR), with no issue premium, of the same class and series as the shares currently outstanding, to be charged to voluntary reserves coming from undistributed earnings. Express recognition of possibly incomplete subscription. Conferral of authority on the board of directors to establish the conditions of the increase insofar as this is not established by this General Meeting; to take the measures necessary for its implementation; to adapt the wording of article 5 of the Company Bylaws to the new figure for CONTD</p>	Mgmt	For
CONT	<p>CONTD share capital, and to grant any public and/or private documents that may be necessary in order to make the increase. Request the competent Spanish and non-Spanish authorities to allow trading of the new shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges, under the continuous market system (Sistema de Interconexion Bursatil), and trading on the non-Spanish exchanges on which the Banco Bilbao Vizcaya Argentaria, S.A. shares are already listed, in the form required by each one</p>	Non-Voting	No vote
6	<p>Conferral of authority to the board of directors to issue any kind of debt instruments of any class or kind, including exchangeable debt, not convertible into equity, or any other analogous securities representing or creating debt, up to a maximum nominal amount of 250,000,000,000EUR.- (two hundred and fifty billion euros), within a five year period, repealing the unavailed part of the authority conferred by the AGM held on 18th March 2006, whose amount was raised by</p>	Mgmt	For

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

	resolutions of the AGMs held on 16th March 2007, 14th March 2008 and 13th March 2009, whilst maintaining the authority in force for the part availed		
7	Approval of a variable scheme of remuneration with BBVA shares for the Group's management, including executive directors and members of the senior management	Mgmt	For
8	Extension of the scheme of remuneration with deferred delivery of shares for non-executive directors of Banco Bilbao Vizcaya Argentaria, S.A. adopted by the AGM, 18th March 2006	Mgmt	For
9	Re-election of the firm to audit the accounts of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group in 2011	Mgmt	For
10	Adoption of the amendment to the following articles in the Company Bylaws: Article 1 Name, Article 6 Increase or reduction in capital, Article 9 Calls on shares, Article 13 ter Preference shares, Article 15 Rights of Shareholders, Article 16 Obligations of the shareholders, Article 19 Classes of Meetings, Article 20 Convening of meetings: The authority responsible, Article 21 Form and content of the convening notice, Article 22 Place of Meeting, Article 24 Proxies (to allow the shareholder to be represented by any person), Article 28 Matters to be considered by Meetings, Article 30 Powers of the Meeting, Article 31 Adopting resolutions, Article 32 Minutes of Meetings, Chapter Four: The Board Committees, Article 48 Audit Committee, Article 51 Financial year, Article 52 Preparation of the Annual Accounts, Article 53 CONTD	Mgmt	For
CONT	CONTD Allocation of results, Article 54 Grounds of dissolution, Article 56 Liquidation phase, and suppression of the Additional Provisions: First, Second and Third, for their adaptation to the amendments brought in under the consolidated text of the Capital Companies Act, adopted by Legislative Royal Decree 1/2010, 2nd July and to Act 12/2010, 30th June, amending Act 19/1988, 12th July, on the auditing of accounts, Act 24/1988, 28th July, on securities exchanges, and the consolidated text of the Companies Act adopted under Legislative Royal Decree 1564/1989, 22nd December, and to bring in certain technical enhancements	Non-Voting	No vote
11	Adoption of the amendment of the following articles of the General Meeting Regulations: Article 2 Types of General Meetings, Article 3 Powers of the General Meeting, Article 4 Convening the Meeting, Article 5 Notice of meeting, Article 9, Proxies at the General Meeting (to allow the shareholder to be represented by any person), Article 10 Form of proxy, Article	Mgmt	For

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

	11 Place and procedures, Article 18 Conducting the General Meeting and Article 20 Adopting resolutions, for its adaptation to the amendments brought in under the consolidated text of the Capital Companies Act, adopted by Legislative Royal Decree 1/2010, 2nd July and for their adaptation to the Company Bylaws, and to bring in certain technical enhancements		
12	Conferral of authority on the Board of Directors, which may in turn delegate said authority, to formalise, correct, interpret and implement the resolutions adopted by the AGM	Mgmt	For
13	Consultative vote on the Report on the BBVA Board of Directors remuneration policy	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN RESOLUTION 3. 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

 BARCLAYS PLC, LONDON

Agen

 Security: G08036124
 Meeting Type: AGM
 Meeting Date: 27-Apr-2011
 Ticker:
 ISIN: GB0031348658

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the Reports of the Directors and Auditors and the audited accounts for the year ended 31st December 2010	Mgmt	For
2	To approve the Remuneration Report for the year ended 31st December 2010	Mgmt	For
3	To re elect Alison Carnwath as a Director of the Company	Mgmt	For
4	To re elect Dambisa Moyo as a Director of the Company	Mgmt	For
5	To re elect Marcus Agius as a Director of the Company	Mgmt	For
6	To re elect David Booth as a Director of the Company	Mgmt	For
7	To re elect Sir Richard Broadbent as a Director of the Company	Mgmt	For
8	To re elect Fulvio Conti as a Director of the	Mgmt	For

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

Company			
9	To re elect Robert E Diamond Jr as a Director of the Company	Mgmt	For
10	To re-elect Simon Fraser as a Director of the Company	Mgmt	For
11	To re-elect Reuben Jeffery III as a Director of the Company	Mgmt	For
12	To re elect Sir Andrew Likierman as a Director of the Company	Mgmt	For
13	To re-elect Chris Lucas as a Director of the Company	Mgmt	For
14	To re elect Sir Michael Rake as a Director of the Company	Mgmt	For
15	To re-elect Sir John Sunderland as a Director of the Company	Mgmt	For
16	To re appoint PricewaterhouseCoopers LLP as Auditors of the Company	Mgmt	For
17	To authorise the Directors to set the remuneration of the Auditors	Mgmt	For
18	To authorise the Company and its subsidiaries to make political donations and incur political expenditure	Mgmt	For
19	To authorise the Directors to allot securities	Mgmt	For
20	To authorise the Directors to allot equity securities for cash other than on a pro rata basis to shareholders or to sell treasury shares	Mgmt	For
21	To authorise the Company to purchase its own shares	Mgmt	For
22	To authorise the Directors to call general meetings other than an AGM on not less than 14 clear days notice	Mgmt	For
23	To approve and adopt the rules of the Barclays Group Long Term Incentive Plan	Mgmt	For
24	To approve and adopt the rules of the Barclays Group Share Value Plan	Mgmt	For

 BASF SE

Agen

 Security: D06216317
 Meeting Type: AGM
 Meeting Date: 06-May-2011
 Ticker:

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

ISIN: DE000BASF111

Prop.#	Proposal	Proposal Type	Proposal Vote
	<p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p>	Non-Voting	No vote
	<p>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.</p>	Non-Voting	No vote
	<p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 21.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING.</p>	Non-Voting	No vote
1.	<p>Presentation of the Financial Statements of BASF SE and the BASF Group for the financial year 2010; presentation of the Management's analyses of BASF SE and the BASF Group for the financial year 2010 including the explanatory reports on the data according to Section 289 (4) and Section 315 (4) of the German Commercial Code; presentation of the Report of the Supervisory Board</p>	Non-Voting	No vote
2.	<p>Adoption of a resolution on the appropriation of profit</p>	Mgmt	For
3.	<p>Adoption of a resolution giving formal approval to the actions of the members of the Supervisory Board</p>	Mgmt	For
4.	<p>Adoption of a resolution giving formal approval to the actions of the members of the Board of Executive Directors</p>	Mgmt	For
5.	<p>Election of the auditor for the financial year 2011</p>	Mgmt	For
6.	<p>By-election to the Supervisory Board: Ms. Anke</p>	Mgmt	For

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

Schaeferkordt

- | | | | |
|----|--|------|-----|
| 7. | Adoption of a resolution on the change of the remuneration of the Audit Committee of the Supervisory Board and the corresponding amendment of the Statutes | Mgmt | For |
| 8. | Approval of a control and profit and loss transfer agreement between BASF SE and Styrolution GmbH | Mgmt | For |
| 9. | Approval of a control and profit and loss transfer agreement between BASF SE and BASF US Verwaltung GmbH | Mgmt | For |

BAYER AG, LEVERKUSEN

Agen

Security: D0712D163
 Meeting Type: AGM
 Meeting Date: 29-Apr-2011
 Ticker:
 ISIN: DE000BAY0017

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
	COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 14 04 2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING.	Non-Voting	No vote

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

1.	Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report, the report of the Supervisory Board, the explanatory report by the Board of Management on takeover-related disclosures, and the proposal by the Board of Management on the appropriation of distributable profit for the fiscal year 2010, as well as the resolution on the appropriation of distributable profit	Mgmt	For
2.	Ratification of the actions of the members of the Board of Management	Mgmt	For
3.	Ratification of the actions of the members of the Supervisory Board	Mgmt	For
4.	Amendment to the Articles of Incorporation concerning the term of office of Supervisory Board members (Article 8(2) and (4) of the Articles of Incorporation)	Mgmt	For
5.	Spin-off of property holdings	Mgmt	For
6.	Election of the auditor of the financial statements and for the review of the half-yearly financial report	Mgmt	For

 BAYERISCHE MOTORENWERKE AG BMW, MUENCHEN

Agen

 Security: D12096109
 Meeting Type: AGM
 Meeting Date: 12-May-2011
 Ticker:
 ISIN: DE0005190003

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 21 APR 11 , WHEREAS THE MEETING	Non-Voting	No vote

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

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.

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 27
04 2011. FURTHER INFORMATION ON COUNTER PROPOSALS
CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE
(PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S
MEETING.

		Non-Voting	No vote
1.	Presentation of the financial statements and annual report for the 2010 financial year with the report of the supervisory board, the abbreviated group financial statements and annual report, and the report 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 852,109,999.84 as follows: Payment of a dividend of EUR 1.30 per no-par share payment of a dividend of EUR 1.32 per preferred share ex-dividend and payable date: May 13, 2011	Mgmt	For
3.	Ratification of the acts of the board of MDs	Mgmt	For
4.	Ratification of the acts of the supervisory board	Mgmt	For
5.	Appointment of auditors for the 2011 financial year: KPMG Ag, Berlin	Mgmt	For
6.	Approval of the adjustment to the remuneration system for the board of MDs	Mgmt	For

BG GROUP PLC

Agen

Security: G1245Z108
Meeting Type: AGM
Meeting Date: 12-May-2011
Ticker:
ISIN: GB0008762899

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Annual Report and Accounts	Mgmt	For
2	Remuneration Report	Mgmt	For
3	Declaration of Dividend	Mgmt	For
4	Election of Fabio Barbosa	Mgmt	For

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

5	Election of Caio Koch-Weser	Mgmt	For
6	Election of Patrick Thomas	Mgmt	For
7	Re-election of Peter Backhouse	Mgmt	For
8	Re-election of Frank Chapman	Mgmt	For
9	Re-election of Baroness Hogg	Mgmt	For
10	Re-election of Dr John Hood	Mgmt	For
11	Re-election of Martin Houston	Mgmt	For
12	Re-election of Sir David Manning	Mgmt	For
13	Re-election of Mark Seligman	Mgmt	For
14	Re-election of Philippe Varin	Mgmt	For
15	Re-election of Sir Robert Wilson	Mgmt	For
16	To re-appoint PricewaterhouseCoopers LLP as 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
17	Remuneration of auditors	Mgmt	For
18	Political donations	Mgmt	For
19	Authority to allot shares	Mgmt	For
20	Disapplication of pre-emption rights	Mgmt	For
21	Authority to make market purchases of own shares	Mgmt	For
22	Notice periods of general meetings	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR NAME IN RESOLUTION 16. 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

 BHP BILLITON LIMITED

 Agen

 Security: 088606108
 Meeting Type: Annual
 Meeting Date: 16-Nov-2010
 Ticker: BHP
 ISIN: US0886061086

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

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

01	TO RECEIVE THE 2010 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
02	TO RE-ELECT DR JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
03	TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
04	TO RE-ELECT MR KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
05	TO RE-ELECT DR JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
06	TO RE-ELECT MR JACQUES NASSER AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
07	TO ELECT MR MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
08	TO ELECT MS CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
09	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Mgmt	For
10	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Mgmt	For
11	TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH	Mgmt	For
12	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Mgmt	For
13	TO APPROVE THE 2010 REMUNERATION REPORT	Mgmt	For
14	TO APPROVE AMENDMENTS TO THE LONG TERM INCENTIVE PLAN	Mgmt	For
15	TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Mgmt	For
16	TO APPROVE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LIMITED	Mgmt	For
17	TO APPROVE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC	Mgmt	For

 BNP PARIBAS, PARIS

Agen

 Security: F1058Q238
 Meeting Type: MIX
 Meeting Date: 11-May-2011
 Ticker:
 ISIN: FR0000131104

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

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2011/0309/201103091100594.pdf	Non-Voting	No vote
0.1	Approval of the corporate financial statements for the financial year 2010	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year 2010	Mgmt	For
0.3	Allocation of income for the financial year ended December 31, 2010 and distribution of the dividend	Mgmt	For
0.4	Special report of the Statutory Auditors on the Agreements and Undertakings pursuant to Articles L.225-38 et seq. of the Commercial Code, including those concluded between a company and its corporate officers and also between companies of a group and mutual corporate managers	Mgmt	For
0.5	Authorization for BNP Paribas to repurchase its own shares	Mgmt	For
0.6	Renewal of Mr. Jean-Francois Lepetit's term as Board member	Mgmt	For
0.7	Renewal of Mrs. Helene Ploix's term as Board member	Mgmt	For
0.8	Renewal of Mr. Baudouin Prot's term as Board member	Mgmt	For
0.9	Renewal of Mrs. DanielaWeber-Rey's term as Board	Mgmt	For

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

	member		
O.10	Appointment of Mrs. Fields Wicker-Miurin as Board member	Mgmt	For
E.11	Approval of the merger-absorption of Banque de Bretagne by BNP Paribas	Mgmt	For
E.12	Approval of the simplified cross-border merger of BNP Paribas International BV by BNP Paribas SA	Mgmt	For
E.13	Approval of the merger-absorption of the company Cerenicim by BNP Paribas	Mgmt	For
E.14	Approval of the merger-absorption of the company SAS Noria by BNP Paribas	Mgmt	For
E.15	Authorization to carry out allocations of performance shares in favor of employees and corporate officers of the group	Mgmt	For
E.16	Authorization to grant options to subscribe for or purchase shares in favor of employees and corporate officers of the group	Mgmt	For
E.17	Authorization to be granted to the Board of Directors to reduce the capital by cancellation of shares	Mgmt	For
E.18	Powers for the formalities	Mgmt	For

 BOSTON PROPERTIES, INC.

 Agen

Security: 101121101
 Meeting Type: Annual
 Meeting Date: 17-May-2011
 Ticker: BXP
 ISIN: US1011211018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LAWRENCE S. BACOW	Mgmt	For
1B	ELECTION OF DIRECTOR: ZOE BAIRD	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN J. PATRICOF	Mgmt	For
1D	ELECTION OF DIRECTOR: MARTIN TURCHIN	Mgmt	For
02	TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
03	TO APPROVE, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING THE ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

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

04	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

 B P P L C

Agen

Security: G12793108
 Meeting Type: AGM
 Meeting Date: 14-Apr-2011
 Ticker:
 ISIN: GB0007980591

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the directors annual report and accounts	Mgmt	For
2	To approve the directors remuneration report	Mgmt	Abstain
3	To re elect Mr P M Anderson as a director	Mgmt	For
4	To re elect Mr A Burgmans as a director	Mgmt	For
5	To re elect Mrs C B Carroll as a director	Mgmt	For
6	To re elect Sir William Castell as a director	Mgmt	Abstain
7	To re elect Mr I C Conn as a director	Mgmt	For
8	To re elect Mr G David as a director	Mgmt	For
9	To re elect Mr I E L Davis as a director	Mgmt	For
10	To re elect Mr R W Dudley as a director	Mgmt	For
11	To re elect Dr B E Grote as a director	Mgmt	For
12	To elect Mr F L Bowman as a director	Mgmt	For
13	To elect Mr B R Nelson as a director	Mgmt	For
14	To elect Mr F P Nhleko as a director	Mgmt	For
15	To re-elect Mr C H Svanberg as a director	Mgmt	For
16	To reappoint Ernst and Young LLP as auditors and authorize the board to fix their remuneration	Mgmt	For
17	To give limited authority for the purchase of its own shares by the company	Mgmt	For

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

18	To give limited authority to allot shares up to a specified amount	Mgmt	For
19	To give authority to allot a limited number of shares for cash free of pre-emption rights	Mgmt	For
20	To authorize the calling of general meetings excluding annual general meetings by notice of at least 14 clear days	Mgmt	For
21	To give limited authority to make political donations and incur political expenditure	Mgmt	For
22	To approve the renewal of the BP Sharematch Plan	Mgmt	For
23	To approve the renewal of the BP Sharesave UK Plan	Mgmt	For

 BRITISH AMERN TOB PLC

Agen

Security: G1510J102
 Meeting Type: AGM
 Meeting Date: 28-Apr-2011
 Ticker:
 ISIN: GB0002875804

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receipt of the 2010 Report and Accounts	Mgmt	For
2	Approval of the 2010 Remuneration Report	Mgmt	For
3	Declaration of the final dividend for 2010	Mgmt	For
4	To re-appoint PricewaterhouseCoopers LLP as the companies auditors	Mgmt	For
5	Authority for the Directors to agree the Auditors' remuneration	Mgmt	For
6	Re-election of Richard Burrows as a Director (N)	Mgmt	For
7	Re-election of Karen de Segundo as a Director (C, N, R)	Mgmt	For
8	Re-election of Nicandro Durante as a Director	Mgmt	For
9	Re-election of Robert Lerwill as a Director (A, N, R)	Mgmt	For
10	Re-election of Christine Morin-Postel as a Director (A, N, R)	Mgmt	For
11	Re-election of Gerry Murphy as a Director (C,	Mgmt	For

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

	N, R)		
12	Re-election of Anthony Ruys as a Director (A, N, R)	Mgmt	For
13	Re-election of Sir Nicholas Scheele as a Director (A, N, R)	Mgmt	For
14	Re-election of Ben Stevens as a Director	Mgmt	For
15	Election of John Daly as a Director who has been appointed since the last Annual General Meeting	Mgmt	For
16	Election of Kieran Poynter as a Director (C, N) who has been appointed Since the last Annual General Meeting	Mgmt	For
17	Renewal of the Directors' authority to allot shares	Mgmt	For
18	Renewal of the Directors' authority to disapply pre-emption rights	Mgmt	For
19	Authority for the Company to purchase its own shares	Mgmt	For
20	Authority to amend the British American Tobacco 2007 Long Term Incentive Plan	Mgmt	Against
21	Notice period for General Meetings	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR NAME IN RESOLUTION 4. 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

 CARDINAL HEALTH, INC.

Agen

 Security: 14149Y108
 Meeting Type: Annual
 Meeting Date: 03-Nov-2010
 Ticker: CAH
 ISIN: US14149Y1082

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: COLLEEN F. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: GEORGE S. BARRETT	Mgmt	For
1C	ELECTION OF DIRECTOR: GLENN A. BRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: CARRIE S. COX	Mgmt	For

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

1E	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1F	ELECTION OF DIRECTOR: BRUCE L. DOWNEY	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN F. FINN	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. KENNY	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES J. MONGAN, M.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID W. RAISBECK	Mgmt	For
1L	ELECTION OF DIRECTOR: JEAN G. SPAULDING, M.D.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2011.	Mgmt	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CODE OF REGULATIONS ALLOWING THE BOARD OF DIRECTORS TO AMEND THE RESTATED CODE OF REGULATIONS.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED STOCK OPTIONS.	Shr	For
05	SHAREHOLDER PROPOSAL TO AMEND THE RESTATED CODE OF REGULATIONS TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR.	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shr	For

 CARNIVAL CORPORATION

Agen

 Security: 143658300
 Meeting Type: Annual
 Meeting Date: 13-Apr-2011
 Ticker: CCL
 ISIN: PA1436583006

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
02	TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
03	TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
04	TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF	Mgmt	For

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

	CARNIVAL CORPORATION AND CARNIVAL PLC.		
05	TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
06	TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
07	TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
08	TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
09	TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
10	TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
11	TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
12	TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
13	TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
14	TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
15	TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION.	Mgmt	For
16	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.	Mgmt	For
17	TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2010.	Mgmt	For
18	TO APPROVE THE FISCAL 2010 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.	Mgmt	For
19	TO DETERMINE HOW FREQUENTLY THE SHAREHOLDERS OF CARNIVAL CORPORATION & PLC SHOULD BE PROVIDED WITH A NON-BINDING ADVISORY VOTE REGARDING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.	Mgmt	1 Year
20	TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2010.	Mgmt	For
21	TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For

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

22	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For
23	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.	Mgmt	For
24	TO APPROVE THE CARNIVAL CORPORATION 2011 STOCK PLAN.	Mgmt	For

CELGENE CORPORATION

Agen

Security: 151020104
 Meeting Type: Annual
 Meeting Date: 15-Jun-2011
 Ticker: CELG
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT J. HUGIN MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE MICHAEL A. FRIEDMAN, MD GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
05	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year

CENTURYLINK, INC.

Agen

Security: 156700106
 Meeting Type: Annual
 Meeting Date: 18-May-2011

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

Ticker: CTL
ISIN: US1567001060

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR VIRGINIA BOULET PETER C. BROWN RICHARD A. GEPHARDT GREGORY J. MCCRAY MICHAEL J. ROBERTS	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2	RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2011.	Mgmt	For
3	APPROVE OUR 2011 EQUITY INCENTIVE PLAN.	Mgmt	For
4A	ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION.	Mgmt	For
4B	ADVISORY VOTE REGARDING THE FREQUENCY OF OUR EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
5A	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS.	Shr	Against
5B	SHAREHOLDER PROPOSAL REGARDING BOARD DECLASSIFICATION.	Shr	For

CISCO SYSTEMS, INC.

Agen

Security: 17275R102
Meeting Type: Annual
Meeting Date: 18-Nov-2010
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

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

1J	ELECTION OF DIRECTOR: MICHAEL K. POWELL	Mgmt	For
1K	ELECTION OF DIRECTOR: ARUN SARIN	Mgmt	For
1L	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1M	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	For
02	TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING EXECUTIVE COMPENSATION.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 30, 2011.	Mgmt	For
04	PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.	Shr	Against
05	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
06	PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT CISCO ADOPT AND IMPLEMENT A POLICY RESTRICTING CERTAIN SALES IN CHINA, ADOPT A RELATED OVERSIGHT AND COMPLIANCE SYSTEM WITH RESPECT TO HUMAN RIGHTS IMPACTS AND PROVIDE PUBLIC DISCLOSURE OF CISCO'S SALES TO CHINA AND CERTAIN OTHER GOVERNMENTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against

 CITIGROUP INC.

Agen

Security: 172967101
 Meeting Type: Annual
 Meeting Date: 21-Apr-2011
 Ticker: C
 ISIN: US1729671016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: TIMOTHY C. COLLINS	Mgmt	For
1C	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For

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

1E	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Mgmt	For
1F	ELECTION OF DIRECTOR: VIKRAM S. PANDIT	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	For
1H	ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI	Mgmt	For
1I	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1K	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Mgmt	For
1L	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Mgmt	For
1N	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL OF CITI'S 2011 EXECUTIVE PERFORMANCE PLAN.	Mgmt	For
05	ADVISORY VOTE ON CITI'S 2010 EXECUTIVE COMPENSATION.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
07	PROPOSAL TO APPROVE THE REVERSE STOCK SPLIT EXTENSION.	Mgmt	For
08	STOCKHOLDER PROPOSAL REGARDING POLITICAL NON-PARTISANSHIP.	Shr	Against
09	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
10	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON RESTORING TRUST AND CONFIDENCE IN THE FINANCIAL SYSTEM.	Shr	Against
11	STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 15% OR ABOVE HAVE THE RIGHT TO CALL SPECIAL STOCKHOLDER MEETINGS.	Shr	For
12	STOCKHOLDER PROPOSAL REQUESTING THAT THE AUDIT COMMITTEE CONDUCT AN INDEPENDENT REVIEW AND REPORT ON CONTROLS RELATED TO LOANS, FORECLOSURES, AND SECURITIZATIONS.	Shr	For

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

Security: 20030N101
 Meeting Type: Annual
 Meeting Date: 11-May-2011
 Ticker: CMCSA
 ISIN: US20030N1019

Prop. #	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR S. DECKER ANSTROM KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS DR. JUDITH RODIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF THE COMCAST-NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
04	APPROVAL OF THE COMCAST CORPORATION 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	APPROVAL OF THE COMCAST CORPORATION 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
06	APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION	Mgmt	For
07	ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
08	TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS	Shr	Against
09	TO REQUIRE THAT THE CHAIRMAN OF THE BOARD NOT BE A CURRENT OR FORMER EXECUTIVE OFFICER	Shr	For

CONOCOPHILLIPS

Agen

Security: 20825C104
 Meeting Type: Annual
 Meeting Date: 11-May-2011
 Ticker: COP
 ISIN: US20825C1045

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For
1I	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	APPROVAL OF 2011 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
06	GENDER EXPRESSION NON-DISCRIMINATION.	Shr	Against
07	POLITICAL CONTRIBUTIONS.	Shr	Against
08	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shr	Against
09	ACCIDENT RISK MITIGATION.	Shr	Against
10	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Shr	Against
11	GREENHOUSE GAS REDUCTION TARGETS.	Shr	Against
12	REPORT ON FINANCIAL RISKS FROM CLIMATE CHANGE.	Shr	Against
13	CANADIAN OIL SANDS.	Shr	Against

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

 Security: 219350105
 Meeting Type: Annual
 Meeting Date: 28-Apr-2011
 Ticker: GLW
 ISIN: US2193501051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: GORDON GUND	Mgmt	Against
1D	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	Against
1E	ELECTION OF DIRECTOR: H. ONNO RUDING	Mgmt	Against
1F	ELECTION OF DIRECTOR: GLENN F. TILTON	Mgmt	For
02	APPROVAL, BY NON-BINDING VOTE, ON EXECUTIVE COMPENSATION.	Mgmt	For
03	APPROVAL, BY NON-BINDING, ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
04	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	SHAREHOLDER PROPOSAL CONCERNING SPECIAL MEETINGS.	Shr	For

 COVIDIEN PLC

 Agen

 Security: G2554F105
 Meeting Type: Annual
 Meeting Date: 15-Mar-2011
 Ticker: COV
 ISIN: IE00B3QN1M21

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For

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

1F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Mgmt	For
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Mgmt	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Mgmt	For
1K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
02	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
03	EFFECT A ONE-FOR-ONE HUNDRED REVERSE SPLIT FOLLOWED BY A ONE HUNDRED-FOR-ONE FORWARD SPLIT OF THE COMPANY'S ORDINARY SHARES.	Mgmt	For
04	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
05	AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year

CREDIT SUISSE GROUP AG N Y BRH MEDIUM TERM SR BK NTS BOOK ENTRY

Agen

Security: H3698D419
Meeting Type: AGM
Meeting Date: 29-Apr-2011
Ticker:
ISIN: CH0012138530

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 729304, 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
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 729304, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR HOLDINGS MUST BE NOTIFIED TO THE COMPANY REGISTRAR IN EITHER THE NOMINEE NAME OR THE BENEFICIAL OWNER NAME BEFORE THE 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
1.1	Presentation of the annual report, the parent	Non-Voting	No vote

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

	company's 2010 financial statements, the Group's 2010 consolidated financial statements and the 2010 remuneration report		
1.2	Consultative vote on the 2010 remuneration report	Mgmt	No vote
1.3	Approval of the annual report, the parent company's 2010 financial statements and the Group's 2010 consolidated financial statements	Mgmt	No vote
2	Discharge of the acts of the Members of the Board of Directors and Executive Board	Mgmt	No vote
3.1	Resolution on the appropriation of retained earnings	Mgmt	No vote
3.2	Resolution on the distribution against reserves from capital contributions	Mgmt	No vote
4.1	Changes in share capital: Increase of conditional capital for the purpose of contingent convertible bonds	Mgmt	No vote
4.2	Changes in share capital: Renewing the authorized capital	Mgmt	No vote
5.1	Other amendments to the articles of association: Voting and election procedures at the General Meeting of Shareholders	Mgmt	No vote
5.2	Other amendments to the articles of association: Deletion of provisions concerning contributions in kind	Mgmt	No vote
6.1.1	Re-election of Peter Brabeck-Letmathe to the Board of Directors	Mgmt	No vote
6.1.2	Re-election of Jean Lanier to the Board of Directors	Mgmt	No vote
6.1.3	Re-election of Anton van Rossum to the Board of Directors	Mgmt	No vote
6.2	Election of the independent auditors: KPMG AG, Zurich	Mgmt	No vote
6.3	Election of the special auditors	Mgmt	No vote
7	If voting or elections takes place on proposals that have not been submitted until the Annual General Meeting itself as defined in Article 700 paragraphs 3 and 4 of the Swiss Code of Obligations, I hereby authorize the independent proxy to vote in favor of the proposal of the Board of Directors	Mgmt	No vote

DANAHER CORPORATION

Agen

Security: 235851102

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

Meeting Type: Annual
 Meeting Date: 10-May-2011
 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
1C	ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.	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, 2011.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
04	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF TWENTY-FIVE PERCENT (25%) OR MORE OF DANAHER'S SHARES TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Mgmt	For
05	TO APPROVE AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND MATERIAL TERMS OF PLAN PERFORMANCE GOALS.	Mgmt	For
06	TO APPROVE AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
07	TO APPROVE AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

DANONE, PARIS

Agen

Security: F12033134
 Meeting Type: MIX
 Meeting Date: 28-Apr-2011
 Ticker:
 ISIN: FR0000120644

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
CMMT	French Resident Shareowners must complete, sign	Non-Voting	No vote

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

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

CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100550.pdf	Non-Voting	No vote
0.1	Approval of the corporate financial statements for the financial year ended on December 31, 2010	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year ended on December 31, 2010	Mgmt	For
0.3	Allocation of income for the financial year ended December 31, 2010 and setting the dividend at EUR 1.30 per share	Mgmt	For
0.4	Ratification of the co-optation of Mr. Yoshihiro Kawabata as Board member	Mgmt	For
0.5	Renewal of Mr. Bruno Bonnell's term as Board member	Mgmt	For
0.6	Renewal of Mr. Bernard Hours's term as Board member	Mgmt	For
0.7	Renewal of Mr. Yoshihiro Kawabata's term as Board member	Mgmt	For
0.8	Renewal of Mr. Jacques Vincent's term as Board member	Mgmt	For
0.9	Appointment of Mrs. Isabelle Seillier as Board member	Mgmt	For
0.10	Appointment of Mr. Jean-Michel Severino as Board member	Mgmt	For
0.11	Approval of the Agreements referred to in the Statutory Auditors' special report	Mgmt	For
0.12	Approval of the Agreements and Undertakings pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code relating to Mr. Bernard Hours	Mgmt	For
0.13	Authorization to be granted to the Board of	Mgmt	For

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

	Directors to purchase, hold or transfer Company's shares		
E.14	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to the capital of the Company, with preferential subscription rights of shareholders	Mgmt	For
E.15	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to the capital of the Company, with cancellation of preferential subscription rights of shareholders, but with obligation to grant a priority right	Mgmt	For
E.16	Delegation of authority to the Board of Directors in the event of capital increase with or without cancellation of preferential subscription rights of shareholders to increase the amount of issuable securities	Mgmt	For
E.17	Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to the capital of the Company, in the event of public exchange offer initiated by the Company	Mgmt	For
E.18	Delegation of powers to the Board of Directors to issue ordinary shares, in consideration for in-kind contributions granted to the Company and composed of equity securities or securities giving access to the capital	Mgmt	For
E.19	Delegation of authority to the Board of Directors to increase the Company's capital by incorporation of reserves, profits or premiums or other amounts which capitalization is authorized	Mgmt	For
E.20	Delegation of authority to the Board of Directors to carry out capital increases reserved for employees participating in a company savings plan and/or transfers of reserved securities	Mgmt	For
E.21	Authorization granted to the Board of Directors to reduce capital by cancellation of shares	Mgmt	For
E.22	Powers for formalities	Mgmt	For

DAVITA INC.

Agen

Security: 23918K108
Meeting Type: Annual
Meeting Date: 06-Jun-2011
Ticker: DVA
ISIN: US23918K1088

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PAMELA M. ARWAY	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES G. BERG	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: CAROL ANTHONY ("JOHN") DAVIDSON	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL J. DIAZ	Mgmt	For
1F	ELECTION OF DIRECTOR: PETER T. GRAUER	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN M. NEHRA	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM L. ROPER	Mgmt	For
1I	ELECTION OF DIRECTOR: KENT J. THIRY	Mgmt	For
1J	ELECTION OF DIRECTOR: ROGER J. VALINE	Mgmt	For
02	APPROVAL OF OUR 2011 INCENTIVE AWARD PLAN	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011	Mgmt	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
05	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
06	STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT	Shr	Against

 DEERE & COMPANY

 Agen

Security: 244199105
 Meeting Type: Annual
 Meeting Date: 23-Feb-2011
 Ticker: DE
 ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1C	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1D	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For

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

02	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY")	Mgmt	For
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES	Mgmt	1 Year
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011	Mgmt	For

 DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agen

 Security: D18190898
 Meeting Type: AGM
 Meeting Date: 26-May-2011
 Ticker:
 ISIN: DE0005140008

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT IN SOME CASES DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN THESE SHARES MAY BE BLOCKED. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
	COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 11.05.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.	Non-Voting	No vote
1.	Presentation of the established Annual Financial Statements and Management Report (including the explanatory report on disclosures pursuant	Non-Voting	No vote

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

to paragraph 289 (4) German Commercial Code) for the 2010 financial year, the approved Consolidated Financial Statements and Management Report (including the explanatory report on disclosures pursuant to paragraph 315 (4) German Commercial Code) for the 2010 financial year as well as the Report of the Supervisory Board

2.	Appropriation of distributable profit	Mgmt	For
3.	Ratification of the acts of management of the members of the Management Board for the 2010 financial year	Mgmt	For
4.	Ratification of the acts of management of the members of the Supervisory Board for the 2010 financial year	Mgmt	For
5.	Election of the auditor for the 2011 financial year, interim accounts	Mgmt	For
6.	Authorization to acquire own shares pursuant to paragraph 71 (1) No.8 Stock Corporation Act as well as for their use with the possible exclusion of pre-emptive rights	Mgmt	For
7.	Authorization to use derivatives within the framework of the purchase of own shares pursuant to paragraph 71 (1) No.8 Stock Corporation Act	Mgmt	For
8.	Authorization to issue participatory notes with warrants and/or convertible participatory notes, bonds with warrants and convertible bonds (with the possibility of excluding pre-emptive rights), creation of conditional capital and amendment to the Articles of Association	Mgmt	For
9.	Creation of new authorized capital for the capital increases in cash (with the possibility of excluding shareholders' pre-emptive rights, also in accordance with paragraph 186 (3) sentence 4 Stock Corporation Act) and amendment to the Articles of Association	Mgmt	For
10.	Creation of new authorized capital for capital increases in cash or in kind (with the possibility of excluding pre-emptive rights) and amendments to the Articles of Association	Mgmt	For
11.	Creation of new authorized capital for capital increases in cash (with the possibility of excluding pre-emptive rights for broken amounts as well as in favour of holders of option and convertible rights) and amendment to the Articles of Association	Mgmt	For
12.	Election to the Supervisory Board: Ms. Katherine Garrett-Cox	Mgmt	For
13.	Approval of the conclusion of a partial profit and loss transfer agreement pursuant to paragraph 292 (1) No.2 Stock Corporation Act (consisting	Mgmt	For

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

of a "Revenue Sharing Agreement" and an "Operating Agreement") between Deutsche Bank Aktiengesellschaft, as the company, and Deutsche Bank Financial LLC, Wilmington, as the other party

 DEUTSCHE TELEKOM AG, BONN

Agen

 Security: D2035M136
 Meeting Type: AGM
 Meeting Date: 12-May-2011
 Ticker:
 ISIN: DE0005557508

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT IN SOME CASES DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN THESE SHARES MAY BE BLOCKED. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	No vote
	COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 27.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.	Non-Voting	No vote
1.	Submission to the shareholders' meeting pursuant to section 176 (1) sentence 1 of the AktG (Aktiengesetz-German Stock Corporation Act)	Non-Voting	No vote
2.	Resolution on the appropriation of net income	Mgmt	For
3.	Resolution on the approval of the actions of the members of the Board of Management for the 2010 financial year	Mgmt	For

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

4.	Resolution on the approval of the actions of Dr. Klaus Zumwinkel, who resigned from the Supervisory Board, for the 2008 financial year	Mgmt	For
5.	Resolution on the approval of the actions of the members of the Supervisory Board for the 2010 financial year	Mgmt	For
6.	Resolution on the appointment of the independent auditor and the Group auditor pursuant to section 318 (1) HGB for the 2011 financial year as well as the independent auditor to review the condensed financial statements and the interim management report pursuant to section 37w (5), section 37y no. 2 WpHG (Wertpapierhandelsgesetz-German Securities Trading Act) in the 2011 financial year	Mgmt	For
7.	Resolution on the authorization to acquire treasury shares and use them with possible exclusion of subscription rights and any rights to offer shares as well as of the option to redeem treasury shares, reducing the capital stock	Mgmt	For
8.	Election of a Supervisory Board member: Dr. Hubertus von Grunberg	Mgmt	For
9.	Election of a Supervisory Board member: Dr. h.c Bernhard Walter	Mgmt	For
10.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with T-Systems international GmbH	Mgmt	For
11.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeFleetServices GmbH	Mgmt	For
12.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with DFMG Holding GmbH	Mgmt	For
13.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeAssekuranz- Deutsche Telekom Assekuranz-Vermittlungsgesellschaft mbH	Mgmt	For
14.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with Vivento Customer Services GmbH	Mgmt	For
15.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with Vivento Technical Services GmbH	Mgmt	For
16.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with Deutsche Telekom Accounting GmbH	Mgmt	For
17.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with	Mgmt	For

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

	Deutsche Telekom Training GmbH		
18.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with Norma Telekommunikationsdienste GmbH	Mgmt	For
19.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeAsia Holding GmbH	Mgmt	For
20.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with Traviata Telekommunicationsdienste GmbH	Mgmt	For
21.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with Scout24 Holding GmbH	Mgmt	For
22.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with T-Mobile Worldwide Holding GmbH	Mgmt	For
23.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with Telekom Deutschland GmbH	Mgmt	For
24.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with MagyarCom Holding GmbH	Mgmt	For
25.	Resolution on the amendment to section 2 of the Articles of Incorporation	Mgmt	For
26.	Resolution regarding approval of the settlement agreement with the former member of the Board of Management Kai Uwe Ricke	Mgmt	For
27.	Resolution regarding approval of the settlement agreement with the former member of the Supervisory Board Dr. Klaus Zumwinkel	Mgmt	For

 E.ON AKTIENGESELLSCHAFT EON, DUESSELDORF

Agen

 Security: D24914133
 Meeting Type: AGM
 Meeting Date: 05-May-2011
 Ticker:
 ISIN: DE000ENAG999

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE	Non-Voting	No vote

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

EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. 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

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 20.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING.

Non-Voting No vote

- | | | | |
|-----|--|------------|---------|
| 1. | Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements for the 2010 financial year, along with the Management Report Summary for E.ON AG and the E.ON Group and the Report of the Supervisory Board as well as the Explanatory Report of the Board of Management regarding the statements pursuant to Sections 289 para. 4, 315 para. 4 and Section 289 para. 5 German Commercial Code (Handelsgesetzbuch - HGB) | Non-Voting | No vote |
| 2. | Appropriation of balance sheet profits from the 2010 financial year | Mgmt | For |
| 3. | Discharge of the Board of Management for the 2010 financial year | Mgmt | For |
| 4. | Discharge of the Supervisory Board for the 2010 financial year | Mgmt | For |
| 5. | Approval of the compensation system applying to the Members of the Board of Management | Mgmt | For |
| 6.a | Elections for the Supervisory Board: Baroness Denise Kingsmill CBE | Mgmt | For |
| 6.b | Elections for the Supervisory Board: B rd Mikkelsen | Mgmt | For |
| 6.c | Elections for the Supervisory Board: Ren Obermann | Mgmt | For |
| 7.a | Election of the auditor for the 2011 financial year as well as for the inspection of financial statements: Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the annual as well as the consolidated financial statements | Mgmt | For |

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

for the 2011 financial year

7.b	Election of the auditor for the 2011 financial year as well as for the inspection of financial statements: Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the inspection of the abbreviated financial statements and the interim management report for the first half of the 2011 financial year	Mgmt	For
8.	Resolution on the modification of Supervisory Board compensation and amendment of Articles of Association	Mgmt	For
9.a	Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Beteiligungsverwaltungs GmbH	Mgmt	For
9.b	Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Energy Trading Holding GmbH	Mgmt	For
9.c	Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Finanzanlagen GmbH	Mgmt	For
9.d	Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Ruhrgas Holding GmbH	Mgmt	For

 EMERSON ELECTRIC CO.

Agen

Security: 291011104
 Meeting Type: Annual
 Meeting Date: 01-Feb-2011
 Ticker: EMR
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.N. FARR* H. GREEN* C.A. PETERS* J.W. PRUEHER* R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN.	Mgmt	For
03	APPROVAL OF THE EMERSON ELECTRIC CO. 2011 STOCK OPTION PLAN.	Mgmt	For

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

04	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
05	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES.	Mgmt	1 Year
07	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

EXXON MOBIL CORPORATION

Agen

Security: 30231G102
Meeting Type: Annual
Meeting Date: 25-May-2011
Ticker: XOM
ISIN: US30231G1022

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN K.C. FRAZIER W.W. GEORGE M.C. NELSON S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 55)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)	Mgmt	Against
04	FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Mgmt	1 Year
05	INDEPENDENT CHAIRMAN (PAGE 58)	Shr	For
06	REPORT ON POLITICAL CONTRIBUTIONS (PAGE 59)	Shr	Against
07	AMENDMENT OF EEO POLICY (PAGE 61)	Shr	Against
08	POLICY ON WATER (PAGE 62)	Shr	Against
09	REPORT ON CANADIAN OIL SANDS (PAGE 64)	Shr	Against
10	REPORT ON NATURAL GAS PRODUCTION (PAGE 65)	Shr	Against

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

11	REPORT ON ENERGY TECHNOLOGY (PAGE 67)	Shr	Against
12	GREENHOUSE GAS EMISSIONS GOALS (PAGE 68)	Shr	Against

FEDEX CORPORATION

Agen

Security: 31428X106
 Meeting Type: Annual
 Meeting Date: 27-Sep-2010
 Ticker: FDX
 ISIN: US31428X1063

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1C	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1D	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1F	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1H	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1I	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1K	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
02	ADOPTION OF 2010 OMNIBUS STOCK INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING CEO SUCCESSION PLANNING.	Shr	Against

FLUOR CORPORATION

Agen

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

Security: 343412102
 Meeting Type: Annual
 Meeting Date: 05-May-2011
 Ticker: FLR
 ISIN: US3434121022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1B	ELECTION OF DIRECTOR: JOSEPH W. PRUEHER	Mgmt	For
1C	ELECTION OF DIRECTOR: SUZANNE H. WOOLSEY	Mgmt	For
02	AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
03	AN ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
05	THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO REMOVE AND REPLACE THE SUPERMAJORITY VOTING PROVISIONS.	Mgmt	For
06	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

FORD MOTOR COMPANY

Agen

Security: 345370860
 Meeting Type: Annual
 Meeting Date: 12-May-2011
 Ticker: F
 ISIN: US3453708600

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Mgmt	For
1B	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Mgmt	For
1C	ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: EDSEL B. FORD II	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.	Mgmt	For

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

1F	ELECTION OF DIRECTOR: RICHARD A. GEPHARDT	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN	Mgmt	For
1J	ELECTION OF DIRECTOR: ELLEN R. MARRAM	Mgmt	For
1K	ELECTION OF DIRECTOR: ALAN MULALLY	Mgmt	For
1L	ELECTION OF DIRECTOR: HOMER A. NEAL	Mgmt	For
1M	ELECTION OF DIRECTOR: GERALD L. SHAHEEN	Mgmt	For
1N	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Mgmt	For
04	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Mgmt	1 Year
05	RELATING TO DISCLOSURE OF THE COMPANY'S POLITICAL CONTRIBUTIONS.	Shr	Against
06	RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.	Shr	For
07	RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Shr	For

 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857
 Meeting Type: Annual
 Meeting Date: 15-Jun-2011
 Ticker: FCX
 ISIN: US35671D8570

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		
	RICHARD C. ADKERSON	Mgmt	For
	ROBERT J. ALLISON, JR.	Mgmt	For
	ROBERT A. DAY	Mgmt	For
	GERALD J. FORD	Mgmt	For
	H. DEVON GRAHAM, JR.	Mgmt	For
	CHARLES C. KRULAK	Mgmt	For
	BOBBY LEE LACKEY	Mgmt	For

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

	JON C. MADONNA	Mgmt	For
	DUSTAN E. MCCOY	Mgmt	For
	JAMES R. MOFFETT	Mgmt	For
	B.M. RANKIN, JR.	Mgmt	For
	STEPHEN H. SIEGELE	Mgmt	For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3	APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
4	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shr	Against

 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

 Security: 358029106
 Meeting Type: Annual
 Meeting Date: 12-May-2011
 Ticker: FMS
 ISIN: US3580291066

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED GROUP FINANCIAL STATEMENTS EACH APPROVED BY THE SUPERVISORY BOARD, THE MANAGEMENT REPORTS FOR THE CONSOLIDATED GROUP, THE REPORT BY THE GENERAL PARTNER WITH REGARD TO THE INFORMATION PURSUANT TO SECTIONS 289 (4), 315 (4) OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH - HGB) AND THE REPORT OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2010; RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2010	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	RESOLUTION ON THE APPROVAL OF THE REVISED SYSTEM OF COMPENSATION OF THE MANAGEMENT BOARD MEMBERS	Mgmt	For

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

OF THE GENERAL PARTNER

06	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2011	Mgmt	For
7A	ELECTION OF DR GERD KRICK TO THE SUPERVISORY BOARD	Mgmt	Against
7B	ELECTION OF DR DIETER SCHENK TO THE SUPERVISORY BOARD	Mgmt	Against
7C	ELECTION OF PROF DR BERND FAHRHOLZ TO THE SUPERVISORY BOARD	Mgmt	Against
7D	ELECTION OF DR WALTER L. WEISMAN TO THE SUPERVISORY BOARD AND JOINT COMMITTEE	Mgmt	Against
7E	ELECTION OF WILLIAM P. JOHNSTON TO THE SUPERVISORY BOARD AND JOINT COMMITTEE	Mgmt	For
7F	ELECTION OF ROLF A. CLASSON TO THE SUPERVISORY BOARD	Mgmt	For
08	RESOLUTION ON MODIFICATIONS OF THE REMUNERATION OF THE SUPERVISORY BOARD AND ITS COMMITTEES AND ON THE CORRESPONDING AMENDMENTS TO ARTICLES 13 AND 13E OF THE ARTICLES OF ASSOCIATION	Mgmt	For
09	RESOLUTIONS ON THE CANCELLATION OF CONDITIONAL CAPITALS AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION AS WELL AS ON AUTHORIZING THE GRANTING OF OPTIONS TO MANAGERIAL STAFF MEMBERS (FUHRUNGSKRAFTE) AND MEMBERS OF THE MANAGEMENT OF FRESENIUS MEDICAL CARE AG & CO. KGAA OR AN AFFILIATE (STOCK OPTION PROGRAM 2011) AND THE CREATION OF CONDITIONAL CAPITAL TO PROVIDE FOR THE STOCK OPTION PROGRAM 2011 AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION	Mgmt	For
10	RESOLUTION ON THE AUTHORIZATION TO PURCHASE AND USE TREASURY SHARES PURSUANT TO SECTION 71 (1) NO. 8 AKTG AND ON THE EXCLUSION OF SUBSCRIPTION RIGHTS	Mgmt	For
11	RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 (2) GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY	Mgmt	Against

GDF SUEZ, PARIS

Agen

Security: F42768105
 Meeting Type: MIX
 Meeting Date: 02-May-2011
 Ticker:
 ISIN: FR0010208488

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

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 806203 DUE TO ADDITION OF RESOLUTION. 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
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: https://balo.journal-officiel.gouv.fr/pdf/2011/0328/201103281100891.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101250.pdf	Non-Voting	No vote
0.1	Approval of transactions and annual financial statements for the financial year 2010	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year 2010	Mgmt	For
0.3	The shareholders' meeting approves the recommendations of the board of directors and resolves that the income for the fiscal year be appropriated as follows: income for the financial year ending on December 31st 2010: EUR 857,580,006.00 retained earnings at December 31st 2010: EUR 15,684,887,218.00 distributable total: EUR 16,542,467,224.00 net dividends paid for the fiscal year 2010: EUR 3,353,576,920.00 net interim dividends of EUR 0.83 per share paid on November 15th 2010: EUR 1,845,878,763.00 to be set off against the dividend of the fiscal year 2010 remainder of the net dividends to be paid for the financial year 2010: EUR 1,507,698,157.00 the total amount of the net dividends paid for the financial year 2010 i.e. EUR 3,353,576,920.00 will be deducted as follows: from the income from the said fiscal year up to: EUR 857,580,006.00 and from the prior retaining earnings up to: EUR 2,495,996,914.00 the shareholders' meeting reminds that a net interim dividend of EUR	Mgmt	For

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

0.83 per share was already paid on November 15th 2010. The net remaining dividend of EUR 0.67 per share will be paid in cash on may 9th 2011, and will entitle natural persons to the 40 per cent allowance. 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 other reserves account. as required by law, it is reminded that, for the last three financial years, the dividends paid, were as follows: EUR 1.26 for fiscal year 2007, EUR 2.20 for fiscal year 2008, EUR 1.47 for fiscal year 2009

O.4	Approval of the regulated Agreements pursuant to Article L. 225-38 of the Commercial Code	Mgmt	For
O.5	Authorization to be granted to the Board of Directors to trade the Company's shares	Mgmt	For
O.6	Renewal of Mr. Albert Frere's term as Board member	Mgmt	Against
O.7	Renewal of Mr. Edmond Alphandery's term as Board member	Mgmt	For
O.8	Renewal of Mr. Aldo Cardoso's term as Board member	Mgmt	For
O.9	Renewal of Mr. Rene Carron's term as Board member	Mgmt	For
O.10	Renewal of Mr. Thierry de Rudder's term as Board member	Mgmt	For
O.11	Appointment of Mrs. Francoise Malrieu as Board member	Mgmt	For
O.12	Ratification of transfer of the registered office	Mgmt	For
E.13	Delegation of authority to the Board of Directors to decide to increase share capital by issuing shares with cancellation of preferential subscription rights in favor of employees participating in GDF SUEZ Group savings plans	Mgmt	For
E.14	Delegation of authority to the Board of Directors to decide to increase share capital with cancellation of preferential subscription rights in favor of all entities created in connection with the implementation of GDF SUEZ Group international employees stock ownership plan	Mgmt	For
E.15	Authorization to be granted to the Board of Directors to carry out free allocation of shares in favor of employees and/or corporate officers of the Company and/or Group companies	Mgmt	For
E.16	Powers to execute General Meeting's decisions and for formalities	Mgmt	For
A	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER	Shr	Against

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

PROPOSAL: Amendment of Resolution 3 that will be presented by the Board of Directors at the Combined General Meeting of May 2, 2011: Decision to set the amount of dividends for the financial year 2010 at EUR 0.83 per share, including the partial payment of EUR 0.83 per share already paid on November 15, 2010, instead of the dividend proposed under the third resolution

 GENERAL ELECTRIC COMPANY

Agen

Security: 369604103
 Meeting Type: Annual
 Meeting Date: 27-Apr-2011
 Ticker: GE
 ISIN: US3696041033

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A2	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A12	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	RATIFICATION OF KPMG	Mgmt	For
B2	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Mgmt	For
B3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY	Mgmt	1 Year

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

VOTES ON EXECUTIVE COMPENSATION

C1	SHAREOWNER PROPOSAL: CUMULATIVE VOTING	Shr	Against
C2	SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS	Shr	For
C3	SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS GRANTED TO EXECUTIVES	Shr	Against
C4	SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE	Shr	Against
C5	SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL RESEARCH	Shr	Against

 GLAXOSMITHKLINE PLC

Agen

Security: G3910J112
 Meeting Type: AGM
 Meeting Date: 05-May-2011
 Ticker:
 ISIN: GB0009252882

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive and adopt the Directors' Report and the Financial Statements for the year ended 31st December 2010	Mgmt	For
2	To approve the Remuneration Report for the year ended 31st December 2010	Mgmt	For
3	To elect Mr. Simon Dingemans as a Director	Mgmt	For
4	To elect Ms. Stacey Cartwright as a Director	Mgmt	For
5	To elect Ms. Judy Lewent as a Director	Mgmt	For
6	To re-elect Sir Christopher Gent as a Director	Mgmt	For
7	To re-elect Mr. Andrew Witty as a Director	Mgmt	For
8	To re-elect Professor Sir Roy Anderson as a Director	Mgmt	For
9	To re-elect Dr. Stephanie Burns as a Director	Mgmt	For
10	To re-elect Mr. Larry Culp as a Director	Mgmt	For
11	To re-elect Sir Crispin Davis as a Director	Mgmt	For
12	To re-elect Sir Deryck Maughan as a Director	Mgmt	For
13	To re-elect Mr. James Murdoch as a Director	Mgmt	For
14	To re-elect Dr. Daniel Podolsky as a Director	Mgmt	For

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

15	To re-elect Dr. Moncef Slaoui as a Director	Mgmt	For
16	To re-elect Mr. Tom de Swaan as a Director	Mgmt	For
17	To re-elect Sir Robert Wilson as a Director	Mgmt	For
18	To authorise the Audit & Risk Committee to re-appoint PricewaterhouseCoopers LLP as Auditors to the company to hold office from the end of the Meeting to the end of the next Meeting at which accounts are laid before the company	Mgmt	For
19	To authorise the Audit & Risk Committee to determine the remuneration of the Auditors	Mgmt	For
20	That, in accordance with section 366 and section 367 of the Companies Act 2006 (the "Act") the company is, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the company as defined in the Act are, authorised in aggregate: (a) to make political donations, as defined in section 364 of the Act, to political parties and/or independent electoral candidates, as defined in section 363 of the Act, not exceeding GBP 50,000 in total; (b) to make political donations to political organisations other than political parties, as defined in section 363 of the Act, not exceeding GBP 50,000 in total; and (c) to incur political expenditure, as defined in section 365 of the Act, CONTD	Mgmt	For
CONT	CONTD not exceeding GBP 50,000 in total, in each case during the period beginning with the date of passing this resolution and ending at the end of the next Annual General Meeting of the company to be held in 2012 or, if earlier, on 30th June 2012. In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed GBP 100,000	Non-Voting	No vote
21	That the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Act, in substitution for all subsisting authorities, to exercise all powers of the company to allot shares in the company and to grant rights to subscribe for or convert any security into shares in the company up to an aggregate nominal amount of GBP 432,263,373, and so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in any territory, or CONTD	Mgmt	For

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

CONT	<p>CONTD any matter whatsoever, which authority shall expire at the end of the next Annual General Meeting of the company to be held in 2012 or, if earlier, on 30th June 2012 (unless previously revoked or varied by the company in general meeting) save that under such authority the company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired</p>	Non-Voting	No vote
22	<p>That subject to resolution 21 being passed, in substitution for all subsisting authorities, the Directors be and are hereby empowered to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred on the Directors by resolution 21 and/or where such allotment constitutes an allotment of equity securities under section 560(3) of the Act, free of the restrictions in section 561(1) of the Act, provided that this power shall be limited: (a) to the allotment of equity securities in connection with an offer or issue of equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of CONTD</p>	Mgmt	For
CONT	<p>CONTD those securities or as the Board otherwise considers necessary, but so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange, in any territory, or any matter whatsoever; and (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of GBP 64,845,990, and shall expire at the end of the next Annual General Meeting of the company to be held in 2012 CONTD</p>	Non-Voting	No vote
CONT	<p>CONTD (or, if earlier, at the close of business on 30th June 2012) save that the company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired</p>	Non-Voting	No vote

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

23	<p>That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its own Ordinary shares of 25 pence each provided that: (a) the maximum number of Ordinary shares hereby authorised to be purchased is 518,767,924; (b) the minimum price, exclusive of expenses, which may be paid for each Ordinary share is 25 pence; (c) the maximum price, exclusive of expenses, which may be paid for each Ordinary share shall be the higher of (i) an amount equal to 5% above the average market value for the company's Ordinary shares for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased; and CONTD</p>	Mgmt	For
CONT	<p>CONTD (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out; and (d) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next Annual General Meeting of the company to be held in 2012 or, if earlier, on 30th June 2012 (provided that the company may, before such expiry, enter into a contract for the purchase of Ordinary shares, which would or might be completed wholly or partly after such expiry and the company may purchase Ordinary shares pursuant to any such contract under this authority)</p>	Non-Voting	No vote
24	<p>That: (a) in accordance with section 506 of the Act, the name of the person who signs the Auditors reports to the company's members on the annual accounts and auditable reports of the company for the year ending 31st December 2011 as senior statutory auditor (as defined in section 504 of the Act) for and on behalf of the company's Auditors, should not be stated in published copies of the reports (such publication being as defined in section 505 of the Act) and the copy of the reports to be delivered to the registrar of companies under Chapter 10 of Part 15 of the Act; and CONTD</p>	Mgmt	For
CONT	<p>CONTD (b) the company considers on reasonable grounds that statement of the name of the senior statutory auditor would create or be likely to create a serious risk that the senior statutory auditor, or any other person, would be subject to violence or intimidation</p>	Non-Voting	No vote
25	<p>That a general meeting of the company other than an Annual General Meeting may be called on not less than 14 clear days' notice</p>	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: 18-May-2011
 Ticker: GG
 ISIN: CA3809564097

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES 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 OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	A RESOLUTION APPROVING AN AMENDED AND RESTATED STOCK OPTION PLAN FOR THE COMPANY;	Mgmt	For
D	A RESOLUTION AMENDING ARTICLES OF THE COMPANY TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS FROM 10 TO 12;	Mgmt	For
E	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "C" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

 GOOGLE INC. Agen

Security: 38259P508
 Meeting Type: Annual
 Meeting Date: 02-Jun-2011
 Ticker: GOOG
 ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LARRY PAGE SERGEY BRIN	Mgmt Mgmt	For For

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

	ERIC E. SCHMIDT	Mgmt	For
	L. JOHN DOERR	Mgmt	For
	JOHN L. HENNESSY	Mgmt	For
	ANN MATHER	Mgmt	For
	PAUL S. OTELLINI	Mgmt	For
	K. RAM SHRIRAM	Mgmt	For
	SHIRLEY M. TILGHMAN	Mgmt	For
02	THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 1,500,000.	Mgmt	Against
04	THE APPROVAL OF 2010 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	Mgmt	For
05	THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
06	A STOCKHOLDER PROPOSAL REGARDING THE FORMATION OF A BOARD COMMITTEE ON SUSTAINABILITY, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
07	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A SIMPLE MAJORITY VOTING STANDARD FOR STOCKHOLDER MATTERS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
08	A STOCKHOLDER PROPOSAL REGARDING A CONFLICT OF INTEREST AND CODE OF CONDUCT COMPLIANCE REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

H & M HENNES & MAURITZ AB (PUBL)

Agen

Security: W41422101
 Meeting Type: EGM
 Meeting Date: 20-Oct-2010
 Ticker:
 ISIN: SE0000106270

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	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
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL	Non-Voting	No vote

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

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

CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU	Non-Voting	No vote
1	Opening of the meeting	Non-Voting	No vote
2	Election of a Chairman for the meeting	Mgmt	For
3	Approve the voting list	Mgmt	For
4	Approve the agenda	Mgmt	For
5	Election of people to check the minutes	Mgmt	For
6	Examination of whether the meeting was duly convened	Mgmt	For
7	Approve the establishment of an incentive programme for all employees of the H & M Group	Mgmt	For
8	Approve the supplement to the guidelines for remuneration for senior executives	Mgmt	For
9	Closing of the meeting	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN 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

HALLIBURTON COMPANY

Agen

Security: 406216101
Meeting Type: Annual
Meeting Date: 19-May-2011
Ticker: HAL
ISIN: US4062161017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Mgmt	For
1B	ELECTION OF DIRECTOR: J.R. BOYD	Mgmt	For
1C	ELECTION OF DIRECTOR: M. CARROLL	Mgmt	For
1D	ELECTION OF DIRECTOR: N.K. DICCIANI	Mgmt	For

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

1E	ELECTION OF DIRECTOR: S.M. GILLIS	Mgmt	For
1F	ELECTION OF DIRECTOR: A.S. JUM'AH	Mgmt	For
1G	ELECTION OF DIRECTOR: D.J. LESAR	Mgmt	For
1H	ELECTION OF DIRECTOR: R.A. MALONE	Mgmt	For
1I	ELECTION OF DIRECTOR: J.L. MARTIN	Mgmt	For
1J	ELECTION OF DIRECTOR: D.L. REED	Mgmt	For
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
03	PROPOSAL FOR ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	PROPOSAL FOR ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	PROPOSAL ON HUMAN RIGHTS POLICY.	Shr	Against
06	PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shr	Against

HESS CORPORATION

Agen

Security: 42809H107
Meeting Type: Annual
Meeting Date: 04-May-2011
Ticker: HES
ISIN: US42809H1077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.E. HOLIDAY	Mgmt	For
1B	ELECTION OF DIRECTOR: J.H. MULLIN	Mgmt	For
1C	ELECTION OF DIRECTOR: F.B. WALKER	Mgmt	For
1D	ELECTION OF DIRECTOR: R.N. WILSON	Mgmt	For
02	APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
03	APPROVAL OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.	Mgmt	1 Year
04	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	APPROVAL OF THE PERFORMANCE INCENTIVE PLAN FOR SENIOR OFFICERS, AS AMENDED.	Mgmt	For

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

 HSBC HOLDINGS PLC, LONDON

Agen

Security: G4634U169
 Meeting Type: SGM
 Meeting Date: 19-May-2011
 Ticker:
 ISIN: GB0005405286

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU	Non-Voting	No vote
1	To discuss the 2010 results and other matter of interest	Non-Voting	No vote

 HSBC HOLDINGS PLC, LONDON

Agen

Security: G4634U169
 Meeting Type: AGM
 Meeting Date: 27-May-2011
 Ticker:
 ISIN: GB0005405286

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the report and accounts for 2010	Mgmt	For
2	To approve the directors' remuneration report for 2010	Mgmt	For
3.a	To re-elect S A Catz a director	Mgmt	For
3.b	To re-elect L M L Cha a director	Mgmt	For
3.c	To re-elect M K T Cheung a director	Mgmt	For
3.d	To re-elect J D Coombe a director	Mgmt	For
3.e	To re-elect R A Fairhead a director	Mgmt	For
3.f	To re-elect D J Flint a director	Mgmt	For
3.g	To re-elect A A Flockhart a director	Mgmt	For
3.h	To re-elect S T Gulliver a director	Mgmt	For
3.i	To re-elect J W J Hughes-Hallett a director	Mgmt	For

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

3.j	To re-elect W S H Laidlaw a director	Mgmt	For
3.k	To re-elect J R Lomax a director	Mgmt	For
3.l	To re-elect I J Mackay a director	Mgmt	For
3.m	To re-elect G Morgan a director	Mgmt	For
3.n	To re-elect N R N Murthy a director	Mgmt	For
3.o	To re-elect Sir Simon Robertson a director	Mgmt	For
3.p	To re-elect J L Thornton a director	Mgmt	For
3.q	To re-elect Sir Brian Williamson a director	Mgmt	For
4	To reappoint the auditor at remuneration to be determined by the group audit committee	Mgmt	For
5	To authorise the directors to allot shares	Mgmt	For
6	To disapply pre-emption rights	Mgmt	For
7	To approve the HSBC share plan 2011	Mgmt	For
8	To approve fees payable to non-executive directors	Mgmt	For
9	To approve general meetings (other than annual general meetings) being called on 14 clear days' notice	Mgmt	For

HTC CORP

Agen

Security: Y3732M103
Meeting Type: AGM
Meeting Date: 15-Jun-2011
Ticker:
ISIN: TW0002498003

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 834998 DUE TO ADDITION OF 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
CMMT	PLEASE NOTE THAT IN CASES WHERE THE CLIENT INSTRUCTS US TO VOTE AGAINST ANY PROPOSAL TO BE DISCUSSED AT A SHAREHOLDERS MEETING AND THE VOTING WITH RESPECT TO SUCH PROPOSAL IS DONE BY BALLOT, WE OR OUR DESIGNEE WILL FILL OUT THE BALLOT IN RESPECT OF SUCH PROPOSAL IN ACCORDANCE WITH THE CLIENTS INSTRUCTIONS. HOWEVER, IF THE VOTING AT THE SHAREHOLDERS MEETING IS DONE BY ACCLAMATION,	Non-Voting	No vote

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

WE/OUR DESIGNEE WILL NOT TAKE ANY ACTION IN
RESPECT OF THE RELEVANT PROPOSAL. THANK YOU

A.1	The 2010 business operations	Non-Voting	No vote
A.2	The 2010 audited reports	Non-Voting	No vote
A.3	The status of buyback treasury stock	Non-Voting	No vote
A.4	The revision of conditions for buyback stock of transferring to employees	Non-Voting	No vote
B.1	The 2010 business reports and financial statements	Mgmt	For
B.2	The 2010 profit distribution proposed cash dividend: TWD37 per share	Mgmt	For
B.3	The issuance of new shares from retained earnings and staff bonus. Proposed stock dividend: 50 for 1,000 shs held	Mgmt	For
B.4	The revision to the Articles of incorporation	Mgmt	For
B.5	The revision to the procedures of asset acquisition or disposal	Mgmt	For
B.6.1	The election of director: David Bruce Yoffie, ID: 19540707DA	Mgmt	For
B.6.2	The election of supervisor: Jerry H C Chu, ID: A121108388	Mgmt	For
B.7	The proposal to release the prohibition on directors from participation in competitive business	Mgmt	For
B.8	Extraordinary motions	Mgmt	Abstain

INTEL CORPORATION

Agen

Security: 458140100
Meeting Type: Annual
Meeting Date: 19-May-2011
Ticker: INTC
ISIN: US4581401001

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For

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

1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CURRENT YEAR	Mgmt	For
03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For
04	AMENDMENT AND EXTENSION OF THE 2006 STOCK PURCHASE PLAN	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101
Meeting Type: Annual
Meeting Date: 26-Apr-2011
Ticker: IBM
ISIN: US4592001014

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

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

1K	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1L	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
04	ADVISORY VOTE REGARDING FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 73)	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 74)	Shr	Against
06	STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS POLICY (PAGES 74-75)	Shr	Against
07	STOCKHOLDER PROPOSAL ON LOBBYING (PAGES 75-76)	Shr	Against

 INTESA SANPAOLO SPA, TORINO

Agen

 Security: T55067101
 Meeting Type: MIX
 Meeting Date: 10-May-2011
 Ticker:
 ISIN: IT0000072618

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO POSTPONEMENT OF MEETING FROM 09 MAY TO 10 MAY 2011. 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
0.1	Proposal for allocation of net income for financial year ended 31 December 2010 and dividend distribution	Mgmt	For
0.2	Proposal for appointment of independent auditors for financial years 2012/2020	Mgmt	For
E.1	Amendments to the Articles of Association no.7 (Shareholders' Meeting), no.8 (Convocation), no.9 (Right to attend and vote in the Shareholders' Meeting), no.11 (Validity of resolutions) and repeal of articles no.34 (First appointments) and no.37 (Final Provision) to be implemented in accordance with shareholders' rights and related party transactions legislations for updating needs; following and related resolutions	Mgmt	For

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

E.2 Proposal for a capital increase for consideration, pursuant to article 2441 of the Civil Code, paragraph 1, 2 and 3; following and related resolutions

Mgmt

For

JOHNSON & JOHNSON

Agen

Security: 478160104
Meeting Type: Annual
Meeting Date: 28-Apr-2011
Ticker: JNJ
ISIN: US4781601046

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: IAN E.L. DAVIS	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1G	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1I	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Mgmt	For
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE RESTRAINT	Shr	Against
06	SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY	Shr	Against
07	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Shr	Against

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

JPMORGAN CHASE & CO.

Agen

Security: 46625H100
 Meeting Type: Annual
 Meeting Date: 17-May-2011
 Ticker: JPM
 ISIN: US46625H1005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN	Mgmt	Against
06	POLITICAL NON-PARTISANSHIP	Shr	Against
07	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	MORTGAGE LOAN SERVICING	Shr	Against
09	POLITICAL CONTRIBUTIONS	Shr	Against
10	GENOCIDE-FREE INVESTING	Shr	Against
11	INDEPENDENT LEAD DIRECTOR	Shr	Against

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

 KEYCORP

Agen

 Security: 493267108
 Meeting Type: Annual
 Meeting Date: 19-May-2011
 Ticker: KEY
 ISIN: US4932671088

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR EDWARD P. CAMPBELL JOSEPH A. CARRABBA CAROL A. CARTWRIGHT ALEXANDER M. CUTLER H. JAMES DALLAS ELIZABETH R. GILE RUTH ANN M. GILLIS KRISTEN L. MANOS BETH E. MOONEY BILL R. SANFORD BARBARA R. SNYDER EDWARD W. STACK THOMAS C. STEVENS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPROVAL OF 2011 ANNUAL PERFORMANCE PLAN.	Mgmt	For
03	AMENDMENT TO REGULATIONS TO REDUCE SHAREHOLDER VOTING PERCENTAGES TO STATUTORY NORMS.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
05	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION PROGRAM.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION PROGRAM.	Mgmt	1 Year

 LINCOLN NATIONAL CORPORATION

Agen

 Security: 534187109
 Meeting Type: Annual
 Meeting Date: 26-May-2011
 Ticker: LNC
 ISIN: US5341871094

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS R. GLASS	Mgmt	For
1B	ELECTION OF DIRECTOR: GARY C. KELLY	Mgmt	For

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

1C	ELECTION OF DIRECTOR: MICHAEL F. MEE	Mgmt	For
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
3	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE BYLAWS.	Mgmt	For
4	TO APPROVE AN ADVISORY PROPOSAL ON THE COMPANY'S 2010 EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For
5	TO RESPOND TO AN ADVISORY PROPOSAL REGARDING THE FREQUENCY (EVERY 1, 2, OR 3 YEARS) OF FUTURE ADVISORY PROPOSALS ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year

LVMH MOET HENNESSY LOUIS VUITTON, PARIS

Agen

Security: F58485115
Meeting Type: MIX
Meeting Date: 31-Mar-2011
Ticker:
ISIN: FR0000121014

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2011/0223/201102231100367.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2011/0311/201103111100605.pdf	Non-Voting	No vote

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

0.1	Approval of the corporate financial statements	Mgmt	For
0.2	Approval of the consolidated financial statements	Mgmt	For
0.3	Approval of the regulated Agreements	Mgmt	Against
0.4	Allocation of income - setting the dividend	Mgmt	For
0.5	Appointment of Mrs. Delphine Arnault as Board member	Mgmt	For
0.6	Appointment of Mr. Nicolas Bazire as Board member	Mgmt	For
0.7	Appointment of Mr. Antonio Belloni as Board member	Mgmt	For
0.8	Appointment of Mr. Charles de Croisset as Board member	Mgmt	For
0.9	Appointment of Mr. Diego Della Valle as Board member	Mgmt	Against
0.10	Appointment of Mr. Pierre Gode as Board member	Mgmt	For
0.11	Appointment of Mr. Gilles Hennessy as Board member	Mgmt	Against
0.12	Appointment of Mrs. Marie-Josée Kravis as Board member	Mgmt	For
0.13	Appointment of Mr. Patrick Houel as Board member	Mgmt	For
0.14	Authorization to be granted to the Board of Directors to trade the Company's shares	Mgmt	For
0.15	Delegation of authority to be granted to the Board of Directors to increase capital by incorporation of profits, reserves, premiums or otherwise	Mgmt	For
E.16	Authorization to be granted to the Board of Directors to reduce the share capital by cancellation of shares	Mgmt	For
E.17	Delegation of authority to be granted to the Board of Directors to increase the share capital with preferential subscription rights	Mgmt	For
E.18	Delegation of authority to be granted to the Board of Directors to increase the share capital without preferential subscription rights by way of a public offer	Mgmt	Against
E.19	Delegation of authority to be granted to the Board of Directors to increase the share capital without preferential subscription rights through private investment in favor of qualified investors or a limited circle of investors	Mgmt	Against
E.20	Authorization to be granted to the Board of Directors to set the issue price of shares	Mgmt	Against

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

and/or securities giving access to the capital under certain conditions, within the limit of 10% of the capital per year, as part of a share capital increase by way of issuance without preferential subscription rights

E.21	Delegation of authority to be granted to the Board of Directors to increase the amount of issuances in the event of surplus demands	Mgmt	Against
E.22	Delegation of authority to be granted to the Board of Directors to increase capital as part of a public exchange offer	Mgmt	Against
E.23	Delegation of authority to be granted to the Board of Directors to increase capital, in consideration for in-kind contributions	Mgmt	Against
E.24	Delegation of authority to be granted to the Board of Directors to increase capital in favor of Group employees	Mgmt	For
E.25	Setting an overall limit for capital increases decided under the delegations of authority	Mgmt	For
E.26	Authorization to be granted to the Board of Directors to award free shares to employees and officers of the Group	Mgmt	Against
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN URL LINK AND RECEIPT OF ADDITIONAL URL LINK. 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

 MASTERCARD INCORPORATED

Agent

 Security: 57636Q104
 Meeting Type: Annual
 Meeting Date: 21-Sep-2010
 Ticker: MA
 ISIN: US57636Q1040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS IN PHASES AND EFFECT RELATED CHANGES IN DIRECTOR VACANCY AND REMOVAL PROCEDURES.	Mgmt	For
1B	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTING REQUIREMENT FOR AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION.	Mgmt	For

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

1C	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE COMPOSITION OF THE BOARD OF DIRECTORS.	Mgmt	For
1D	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE OWNERSHIP OF THE COMPANY'S STOCK AND DELETE RELATED OBSOLETE PROVISIONS.	Mgmt	For
02	APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE EACH OF THE PROPOSALS COMPRISING PROPOSAL 1 AT THE TIME OF THE ANNUAL MEETING.	Mgmt	For
03	DIRECTOR NANCY J. KARCH J.O. REYES LAGUNES EDWARD SUNING TIAN SILVIO BARZI	Mgmt Mgmt Mgmt Mgmt	For For For For
04	RE-APPROVAL OF THE COMPANY'S SENIOR EXECUTIVE ANNUAL INCENTIVE COMPENSATION PLAN.	Mgmt	For
05	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2010.	Mgmt	For

MCDONALD'S CORPORATION

Agen

Security: 580135101
Meeting Type: Annual
Meeting Date: 19-May-2011
Ticker: MCD
ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1C	ELECTION OF DIRECTOR: CARY D. MCMILLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SHEILA A. PENROSE	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
02	ADVISORY VOTE ON THE APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

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

05	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE TWELFTH OF OUR RESTATED CERTIFICATE OF INCORPORATION BY REPEALING SUCH ARTICLE (TRANSACTIONS WITH INTERESTED SHAREHOLDERS).	Mgmt	For
06	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE THIRTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (BOARD OF DIRECTORS).	Mgmt	For
07	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN ARTICLE FOURTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (SHAREHOLDER ACTION).	Mgmt	For
08	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO CLASSIFIED BOARD.	Shr	For
09	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.	Shr	Against
10	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO A REPORT ON CHILDREN'S NUTRITION.	Shr	Against
11	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO BEVERAGE CONTAINERS.	Shr	Against

METLIFE, INC.

Agen

Security: 59156R108
Meeting Type: Annual
Meeting Date: 26-Apr-2011
Ticker: MET
ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STEVEN A. KANDARIAN* SYLVIA MATHEWS BURWELL# EDUARDO CASTRO-WRIGHT# CHERYL W. GRISE# LULU C. WANG#	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2011	Mgmt	For
04	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For
05	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	1 Year

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

METRO AG, DUESSELDORF

Agenda

Security: D53968125
 Meeting Type: AGM
 Meeting Date: 06-May-2011
 Ticker:
 ISIN: DE0007257503

Prop.#	Proposal	Proposal Type	Proposal Vote
	<p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p>	Non-Voting	No vote
	<p>PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 15 APRIL 2011, 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.</p>	Non-Voting	No vote
	<p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 21.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING.</p>	Non-Voting	No vote
1.	<p>Presentation of the financial statements and annual report for the 2010 financial year with the report of the Supervisory Board, the group financial statements and group annual report as well as the report by the Board of MDs pursuant to Sections 289(4), 289 (5) and 315(4) of the German Commercial Code as well as the resolution on the appropriation of the distributable profit of EUR 455,927,593.93 as follows: a) Payment of a dividend of EUR 1.35 per no-par share b) Payment of a dividend of EUR 1.485 per preferred share EUR 14,402,904.37 shall be carried forward Ex-dividend and payable date: May 9, 2011</p>	Mgmt	For

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

2.	Ratification of the acts of the Board of MDs	Mgmt	For
3.	Ratification of the acts of the Supervisory Board	Mgmt	For
4.	Approval of the remuneration system for the Board of MDs	Mgmt	For
5.	Appointment of auditors for the 2011 financial year: KPMG AG, Berlin	Mgmt	For
6.a	Election to the Supervisory Board: Peter Kuepfer	Mgmt	Against
6.b	Election to the Supervisory Board: Ann-Kristin Achleitner	Mgmt	For

MICROSOFT CORPORATION

Agen

Security: 594918104
Meeting Type: Annual
Meeting Date: 16-Nov-2010
Ticker: MSFT
ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
02	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
03	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
05	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
06	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR	Mgmt	For
11	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY	Shr	Against

NESTLE S A

Agen

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

Security: H57312649
 Meeting Type: AGM
 Meeting Date: 14-Apr-2011
 Ticker:
 ISIN: CH0038863350

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 799253 DUE TO DELETION OF RESOLUTION. 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
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	No vote
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 741313, 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
1.1	Approval of the annual report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle group for 2010	Mgmt	No vote
1.2	Acceptance of the Compensation Report 2010 (advisory vote)	Mgmt	No vote
2	Release of the members of the Board of Directors and of the Management	Mgmt	No vote
3	Appropriation of profits resulting from the balance sheet of Nestle S.A.	Mgmt	No vote
4.1.1	Re-election to the Board of Directors: Mr. Paul Bulcke	Mgmt	No vote
4.1.2	Re-election to the Board of Directors: Mr. Andreas Koopmann	Mgmt	No vote
4.1.3	Re-election to the Board of Directors: Mr. Rolf Hanggi	Mgmt	No vote
4.1.4	Re-election to the Board of Directors: Mr. Jean-Pierre Meyers	Mgmt	No vote

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

4.1.5	Re-election to the Board of Directors: Mrs. Naina Lal Kidwai	Mgmt	No vote
4.1.6	Re-election to the Board of Directors: Mr. Beat Hess	Mgmt	No vote
4.2	Election to the Board of Directors: Ms. Ann Veneman (for a term of three years)	Mgmt	No vote
4.3	Re-election of the statutory auditors: KPMG S.A., Geneva branch (for a term of one year)	Mgmt	No vote
5	Cancellation of 165 000 000 shares repurchased under the share buy-back programmes, and reduction of the share capital by CHF 16 500 000	Mgmt	No vote

 NIKE, INC.

Agen

Security: 654106103
 Meeting Type: Annual
 Meeting Date: 20-Sep-2010
 Ticker: NKE
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JILL K. CONWAY ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.	Mgmt	For
03	TO RE-APPROVE AND AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 NOVARTIS AG

Agen

Security: H5820Q150
 Meeting Type: AGM
 Meeting Date: 22-Feb-2011
 Ticker:
 ISIN: CH0012005267

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

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

		Type	
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 750908, 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
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	No vote
A.1	The Board of Directors proposes approval of the Annual Report, the Financial Statements of Novartis AG and the Group Consolidated Financial Statements for the Business Year 2010	Mgmt	Take No Action
A.2	The Board of Directors proposes discharge from liability of its members and those of the Executive Committee for the business year 2010	Mgmt	Take No Action
A.3	The Board of Directors proposes appropriation of the available earnings of CHF 7,027,682,826 as: Dividend: CHF 5,452,130,559; Transfer to free reserves: CHF 1,575,552,267; the total dividend payment of CHF 5,452,130,559 is equivalent to a gross dividend of CHF 2.20 per registered share of CHF 0.50 nominal value entitled to dividends	Mgmt	Take No Action
A.4	The Board of Directors proposes that the Compensation System of Novartis be endorsed (non-binding consultative vote)	Mgmt	Take No Action
A.5.1	At this Annual General Meeting, Alexandre F. Jetzer-Chung and Hans-Joerg Rudloff are retiring from the Board of Directors, having reached the age limit set in the Articles of Incorporation	Non-Voting	No vote
A52.1	The Board of Directors proposes the re-election of Ann Fudge for a three-year term	Mgmt	Take No Action
A52.2	The Board of Directors proposes the re-election of Pierre Landolt for a three-year term	Mgmt	Take No Action
A52.3	The Board of Directors proposes the re-election of Ulrich Lehner, Ph.D., for a three-year term	Mgmt	Take No Action
A.5.3	The Board of Directors proposes the election of Enrico Vanni, Ph.D., for a three-year term	Mgmt	Take No Action
A.6	The Board of Directors proposes the election	Mgmt	Take No Action

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

of PricewaterhouseCoopers as auditor of Novartis AG for one year

B	If shareholders at the Annual General Meeting propose additional and/or counterproposals, I/we instruct the Independent Proxy to vote according to the proposal of the Board of Directors	Mgmt	Take No Action
---	---	------	----------------

NOVARTIS AG

Agen

Security: H5820Q150
Meeting Type: EGM
Meeting Date: 08-Apr-2011
Ticker:
ISIN: CH0012005267

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	No vote
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 793761, 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
A.1.1	Under this item, the Board of Directors proposes approval of the merger agreement between Alcon, Inc. ("Alcon") and Novartis AG ("Novartis" or "Company") dated December 14, 2010	Mgmt	No vote
A.1.2	Under this item, the Board of Directors proposes the creation of authorised capital through the issuance of up to 108 million new shares for the purpose of completing the merger of Alcon into Novartis by means of the following new Article 4a of the Articles of Incorporation: Article 4a Authorised Capital in favor of Alcon, Inc 1 Up to 8 April 2013, the Board of Directors shall be authorised to increase the share capital in connection with the merger of Alcon, Inc. into the Company by a maximum amount of CHF 54,000,000 nominal value through the issuance of maximally 108,000,000 fully paid-in registered	Mgmt	No vote

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

shares with a nominal value of CHF 0.50 each. The pre-emptive rights of the existing shareholders shall not apply. The Board of Directors shall determine the issue price in accordance with the merger agreement between Alcon, Inc. and Novartis AG dated 14 December 2010. The new shares shall be entitled to dividends as from the financial year in which they are issued and shall be subject to the registration requirements set forth in Article 5 of the Articles of Incorporation

B	If shareholders at the Extraordinary General Meeting propose additional and/or counter-proposals, I/we instruct the Independent Proxy to vote according to the proposal of the Board of Directors	Mgmt	No vote
---	---	------	---------

NOVO-NORDISK A S

Agen

Security: K7314N152
Meeting Type: AGM
Meeting Date: 23-Mar-2011
Ticker:
ISIN: DK0060102614

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT IF THE CHAIRMAN OF THE BOARD OR A BOARD MEMBER IS APPOINTED AS PROXY, WHICH IS OFTEN THE CASE, CLIENTS CAN ONLY EXPECT THEM TO ACCEPT PRO-MANAGEMENT VOTES. THE ONLY WAY TO GUARANTEE THAT ABSTAIN AND/OR AGAINST VOTES ARE REPRESENTED AT THE MEETING IS TO SEND YOUR OWN REPRESENTATIVE. THE SUB CUSTODIAN BANKS OFFER REPRESENTATION SERVICES FOR AN ADDED FEE IF REQUESTED. THANK YOU	Non-Voting	No vote
CMMT	PLEASE BE ADVISED THAT SOME OF SUBCUSTODIANS IN DENMARK REQUIRE THE SHARES TO BE REGISTERED IN SEGREGATED ACCOUNTS BY REGISTRATION DEADLINE IN ORDER TO PROVIDE VOTING SERVICE. PLEASE CONTACT YOUR GLOBAL CUSTODIAN TO FIND OUT IF THIS REQUIREMENT APPLIES TO YOUR SHARES AND, IF SO, YOUR SHARES ARE REGISTERED IN A SEGREGATED ACCOUNT FOR THIS GENERAL MEETING.	Non-Voting	No vote
CMMT	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
2	Adoption of the audited Annual Report 2010	Mgmt	For
3.1	Approval of remuneration of the Board of Directors	Mgmt	For

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

for 2010

3.2	Approval of remuneration level of the Board of Directors for 2011	Mgmt	For
4	A resolution to distribute the profit	Mgmt	For
5.1.a	Election of Sten Scheibye as a member to the Board of Directors	Mgmt	For
5.1.b	Election of Goran A Ando as a member to the Board of Directors	Mgmt	For
5.1.c	Election of Bruno Angelici as a member to the Board of Directors	Mgmt	For
5.1.d	Election of Henrik Gurtler as a member to the Board of Directors	Mgmt	For
5.1.e	Election of Thomas Paul Koestler as a member to the Board of Directors	Mgmt	For
5.1.f	Election of Kurt Anker Nielsen as a member to the Board of Directors	Mgmt	For
5.1.g	Election of Hannu Ryoopponen as a member to the Board of Directors	Mgmt	For
5.1.h	Election of Jorgen Wedel as a member to the Board of Directors	Mgmt	For
5.2	The Board of Directors proposes election of Sten Scheibye as chairman	Mgmt	For
5.3	The Board of Directors proposes election of Goran A Ando as vice chairman	Mgmt	For
6	Re-appointment of PricewaterhouseCoopers as auditor	Mgmt	For
7.1	Reduction of the Company's B share capital from DKK 492,512,800 to DKK 472,512,800	Mgmt	For
7.2	Authorisation of the Board of Directors to acquire own shares up to a holding limit of 10% of the share capital	Mgmt	Against
7.3.1	Amendments to the Articles of Association: Article 2 (deletion of article regarding location of registered office)	Mgmt	For
7.3.2	Amendments to the Articles of Association: Article 7.5 (new article 6.5) (removal of the requirement to advertise the notice calling a general meeting in two daily newspapers)	Mgmt	For
7.3.3	Amendments to the Articles of Association: Article 11.2 (new article 10.2) (introduction of age limit for nomination of candidates to the Board of Directors)	Mgmt	For
7.4	Adoption of Remuneration Principles and consequential	Mgmt	For

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

amendment of article 15 (new article 14)

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105
 Meeting Type: Annual
 Meeting Date: 06-May-2011
 Ticker: OXY
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	For
1B	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Mgmt	For
1C	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1F	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1G	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against
1I	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1J	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1K	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
1L	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1M	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	REPORT ON POLITICAL EXPENDITURES AND SPENDING PROCESSES.	Shr	Against
06	REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE.	Shr	Against

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

ORACLE CORPORATION

Agen

Security: 68389X105
 Meeting Type: Annual
 Meeting Date: 06-Oct-2010
 Ticker: ORCL
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld For For For For For For Withheld For For For Withheld
02	APPROVE THE ORACLE CORPORATION EXECUTIVE BONUS PLAN.	Mgmt	For
03	APPROVE THE ORACLE CORPORATION AMENDED AND RESTATED 2000 LONG-TERM EQUITY INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 419,020,418 SHARES.	Mgmt	For
04	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MAY 31, 2011.	Mgmt	For
05	ACT ON A STOCKHOLDER PROPOSAL TO AMEND THE CORPORATE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.	Shr	Against
06	ACT ON A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.	Shr	Against
07	ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.	Shr	For

PEABODY ENERGY CORPORATION

Agen

Security: 704549104
 Meeting Type: Annual
 Meeting Date: 03-May-2011
 Ticker: BTU
 ISIN: US7045491047

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

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

		Type	
01	DIRECTOR GREGORY H. BOYCE WILLIAM A. COLEY WILLIAM E. JAMES ROBERT B. KARN III M. FRANCES KEETH HENRY E. LENTZ ROBERT A. MALONE WILLIAM C. RUSNACK JOHN F. TURNER SANDRA A. VAN TREASE ALAN H. WASHKOWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	APPROVAL OF PEABODY'S 2011 LONG-TERM EQUITY INCENTIVE PLAN.	Mgmt	For

PEPSICO, INC.

Agen

Security: 713448108
Meeting Type: Annual
Meeting Date: 04-May-2011
Ticker: PEP
ISIN: US7134481081

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.L. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1D	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1E	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	For

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

1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	For
02	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For
03	RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
04	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Mgmt	For
05	APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS.	Mgmt	For
06	SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS. (PROXY STATEMENT P.63)	Shr	For
07	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS REPORT (PROXY STATEMENT P.65)	Shr	Against

PETROLEO BRASILEIRO S.A. - PETROBRAS

Agen

Security: 71654V408
Meeting Type: Special
Meeting Date: 04-Apr-2011
Ticker: PBR
ISIN: US71654V4086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	CHANGE IN THE WORDING OF THE CAPUT OF ARTICLE 20 OF THE COMPANY'S BYLAWS, BY EXCLUDING THE WORD "UP TO", AND ESTABLISHING THE NUMBER OF DIRECTORS.	Mgmt	For
02	MERGER OF COMPANHIA MEXILHAO DO BRASIL TO PETROBRAS.	Mgmt	For

PETROLEO BRASILEIRO S.A. - PETROBRAS

Agen

Security: 71654V408
Meeting Type: Annual
Meeting Date: 28-Apr-2011
Ticker: PBR
ISIN: US71654V4086

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

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

O1	THE MANAGEMENT REPORT, FINANCIAL STATEMENTS AND FISCAL BOARD'S REPORT OF FISCAL YEAR OF 2010	Mgmt	For
O2	CAPITAL BUDGET FOR 2011	Mgmt	For
O3	DISTRIBUTION OF THE INCOME OF YEAR 2010	Mgmt	For
O4	ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS	Mgmt	Against
O5	ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS	Mgmt	For
O6	ELECTION OF MEMBERS TO THE FISCAL BOARD AND THEIR RESPECTIVE SUBSTITUTES	Mgmt	For
O7	ESTABLISHMENT OF THE COMPENSATION OF MANAGEMENT AND EFFECTIVE MEMBERS OF THE FISCAL BOARD	Mgmt	For
E1	CAPITAL INCREASE	Mgmt	For

 PFIZER INC.

Agen

Security: 717081103
 Meeting Type: Annual
 Meeting Date: 28-Apr-2011
 Ticker: PFE
 ISIN: US7170811035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1K	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1L	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For

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

02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING PUBLIC POLICY INITIATIVES.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING PHARMACEUTICAL PRICE RESTRAINTS.	Shr	Against
08	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT.	Shr	For
09	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For
10	SHAREHOLDER PROPOSAL REGARDING ANIMAL RESEARCH	Shr	Against

 PG&E CORPORATION

Agen

 Security: 69331C108
 Meeting Type: Annual
 Meeting Date: 11-May-2011
 Ticker: PCG
 ISIN: US69331C1080

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID R. ANDREWS	Mgmt	For
1B	ELECTION OF DIRECTOR: LEWIS CHEW	Mgmt	For
1C	ELECTION OF DIRECTOR: C. LEE COX	Mgmt	For
1D	ELECTION OF DIRECTOR: PETER A. DARBEE	Mgmt	For
1E	ELECTION OF DIRECTOR: MARYELLEN C. HERRINGER	Mgmt	For
1F	ELECTION OF DIRECTOR: ROGER H. KIMMEL	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD A. MESERVE	Mgmt	For
1H	ELECTION OF DIRECTOR: FORREST E. MILLER	Mgmt	For
1I	ELECTION OF DIRECTOR: ROSENDO G. PARRA	Mgmt	For
1J	ELECTION OF DIRECTOR: BARBARA L. RAMBO	Mgmt	For

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

1K	ELECTION OF DIRECTOR: BARRY LAWSON WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	INDEPENDENT BOARD CHAIRMAN	Shr	Against
06	NEUTRAL PG&E PERSONNEL POLICIES	Shr	Against

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109
 Meeting Type: Annual
 Meeting Date: 11-May-2011
 Ticker: PM
 ISIN: US7181721090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	Against
1H	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1I	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE	Shr	Against
06	STOCKHOLDER PROPOSAL 2 - INDEPENDENT BOARD CHAIR	Shr	Against

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

 PHILIPS ELECTRS N V

Agen

Security: N6817P109
 Meeting Type: AGM
 Meeting Date: 31-Mar-2011
 Ticker:
 ISIN: NL0000009538

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	BLOCKING IS NOT A REQUIREMENT IMPOSED BY ROYAL PHILIPS ELECTRONICS. PLEASE NOTE THAT BLOCKING CONDITIONS MAY APPLY DEPENDING ON THE SYSTEMS OF THE CUSTODIAN BANK(S).	Non-Voting	No vote
CMMT	VOTE INSTRUCTIONS RECEIVED AFTER VOTE DEADLINE DATE ARE CONSIDERED LATE. LATE VOTES ARE PROCESSED ON A BEST EFFORT BASIS.	Non-Voting	No vote
1	President's Speech	Non-Voting	No vote
2.a	Proposal to adopt the 2010 financial statements	Mgmt	For
2.b	Explanation of policy on additions to reserves and dividends	Non-Voting	No vote
2.c	Proposal to adopt a dividend of EUR 0.75 per common share in cash or shares, at the option of the shareholder, against the net income for 2010 of the Company	Mgmt	For
2.d	Proposal to discharge the members of the Board of Management for their responsibilities	Mgmt	For
2.e	Proposal to discharge the members of the Supervisory Board for their responsibilities	Mgmt	For
3.a	Proposal to appoint Mr F.A. van Houten as President/CEO and member of the Board of Management of the Company with effect from April 1, 2011	Mgmt	For
3.b	Proposal to appoint Mr R.H. Wirahadiraksa as member of the Board of Management of the Company with effect from April 1, 2011	Mgmt	For
3.c	Proposal to appoint Mr P.A.J. Nota as member of the Board of Management of the Company with effect from April 1, 2011	Mgmt	For
4.a	Proposal to re-appoint Mr C.J.A. van Lede as a member of the Supervisory Board of the Company with effect from March 31, 2011	Mgmt	For
4.b	Proposal to re-appoint Mr J.M. Thompson as a member of the Supervisory Board of the Company	Mgmt	For

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

	with effect from March 31, 2011		
4.c	Proposal to re-appoint Mr H. von Prondzynski as a member of the Supervisory Board of the Company with effect from March 31, 2011	Mgmt	For
4.d	Proposal to appoint Mr J.P. Tai as a member of the Supervisory Board of the Company with effect from March 31, 2011	Mgmt	For
5	Proposal to re-appoint KPMG Accountants N.V. as external auditor of the Company	Mgmt	For
6.a	Proposal to authorize the Board of Management for a period of 18 months, per March 31, 2011, as the body which is authorized, with the approval of the Supervisory Board, to issue shares or grant rights to acquire shares within the limits laid down in the Articles of Association of the Company. The authorization referred to will be limited to a maximum of 10% of the number of issued shares per March 31, 2011, plus 10% of the issued capital per that same date in connection with or on the occasion of mergers and acquisitions	Mgmt	For
6.b	Proposal to authorize the Board of Management for a period of 18 months, per March 31, 2011, as the body which is authorized, with the approval of the Supervisory Board, to restrict or exclude the pre-emption rights accruing to Shareholders	Mgmt	For
7	Proposal to authorize the Board of Management for a period of 18 months, per March 31, 2011, within the limits of the law and the Articles of Association, to acquire, with the approval of the Supervisory Board, for valuable consideration, on the stock exchange or otherwise, shares in the Company at a price between, on the one hand, an amount equal to the par value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on the Official Segment of Euronext Amsterdam; the market price being the average of the highest price on each of the five days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam. The maximum number of shares the Company may hold, will not exceed 10% of the issued share capital per March 31, 2011, which number may be increased by 10% of the issued capital as of that same date in connection with the execution of share repurchase programs for capital reduction purposes	Mgmt	For
8	Any other business	Non-Voting	No vote

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

 Security: 744320102
 Meeting Type: Annual
 Meeting Date: 10-May-2011
 Ticker: PRU
 ISIN: US7443201022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Mgmt	For
1C	ELECTION OF DIRECTOR: GASTON CAPERTON	Mgmt	For
1D	ELECTION OF DIRECTOR: GILBERT F. CASELLAS	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1G	ELECTION OF DIRECTOR: MARK B. GRIER	Mgmt	For
1H	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1I	ELECTION OF DIRECTOR: MARTINA HUND-MEJEAN	Mgmt	For
1J	ELECTION OF DIRECTOR: KARL J. KRAPEK	Mgmt	For
1K	ELECTION OF DIRECTOR: CHRISTINE A. POON	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STRANGFELD	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. UNRUH	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING LOBBYING CONTRIBUTIONS & EXPENDITURES.	Shr	Against

 PRUDENTIAL PLC, LONDON

Agen

Security: G72899100
 Meeting Type: AGM
 Meeting Date: 19-May-2011
 Ticker:
 ISIN: GB0007099541

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the Directors' Report and the Financial Statements	Mgmt	For
2	To approve the Directors' remuneration Report	Mgmt	For
3	To declare a final dividend	Mgmt	For
4	To elect Sir Howard Davies as a director	Mgmt	For
5	To elect Mr John Foley as a director	Mgmt	For
6	To elect Mr Paul Manduca as a director	Mgmt	For
7	To elect Mr Michael Wells as a director	Mgmt	For
8	To re-elect Mr Keki Dadiseth as a director	Mgmt	For
9	To re-elect Mr Robert Devey as a director	Mgmt	For
10	To re-elect Mr Michael Garrett as a director	Mgmt	For
11	To re-elect Ms Ann Godbehere as a director	Mgmt	For
12	To re-elect Mrs Bridget Macaskill as a director	Mgmt	For
13	To re-elect Mr Harvey McGrath as a director	Mgmt	For
14	To re-elect Mr Michael McLintock as a director	Mgmt	For
15	To re-elect Mr Nicolaos Nicandrou as a director	Mgmt	For
16	To re-elect Ms Kathleen O'Donovan as a director	Mgmt	For
17	To re-elect Mr Barry Stowe as a director	Mgmt	For
18	To re-elect Mr Tidjane Thiam as a director	Mgmt	For
19	To re-elect Lord Turnbull as a director	Mgmt	For
20	To re-appoint KPMG Audit Plc as auditor	Mgmt	For
21	To authorise the directors to determine the amount of the auditor's remuneration	Mgmt	For
22	Renewal of authority to make political donations	Mgmt	For
23	Renewal of authority to allot ordinary shares	Mgmt	For
24	Extension of authority to allot ordinary shares to include re-purchased shares	Mgmt	For
25	Renewal of authority for disapplication of pre-emption rights	Mgmt	For
26	Renewal of authority for purchase of own shares	Mgmt	For
27	Renewal of authority in respect of notice for	Mgmt	For

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

	general meetings		
28	To authorize the change in the rules of the Prudential International Savings Related Share Option Scheme	Mgmt	For
29	To authorize the change in the rules of the Prudential International Assurance Sharesave Plan	Mgmt	For

 QUALCOMM, INCORPORATED

Agen

Security: 747525103
 Meeting Type: Annual
 Meeting Date: 08-Mar-2011
 Ticker: QCOM
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 65,000,000 SHARES.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE 2001 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE BY 22,000,000 SHARES.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 25, 2011.	Mgmt	For
05	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
06	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
07	TO ACT ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

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

RECKITT BENCKISER GROUP PLC

Agen

Security: G74079107
 Meeting Type: AGM
 Meeting Date: 05-May-2011
 Ticker:
 ISIN: GB00B24CGK77

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the 2010 report and financial statements	Mgmt	For
2	To approve the Directors' remuneration report	Mgmt	Abstain
3	To declare a final dividend	Mgmt	For
4	To re-elect Adrian Bellamy	Mgmt	For
5	To re-elect Peter Harf	Mgmt	Abstain
6	To re-elect Bart Becht	Mgmt	For
7	To re-elect Graham Mackay	Mgmt	For
8	To elect Liz Doherty	Mgmt	For
9	To re-appoint PricewaterhouseCoopers LLP as auditors	Mgmt	For
10	To authorise the Directors to determine the auditors' remuneration	Mgmt	For
11	To renew the Directors' authority to allot shares	Mgmt	For
12	To renew the Directors' power to disapply pre-emption rights	Mgmt	For
13	To renew the Company's authority to purchase its own shares	Mgmt	For
14	To approve the calling of General Meetings on 14 clear days' notice	Mgmt	For
15	To approve changes to the rules of the Company's Share Plans	Mgmt	For

ROYAL DUTCH SHELL PLC

Agen

Security: G7690A118
 Meeting Type: AGM
 Meeting Date: 17-May-2011
 Ticker:
 ISIN: GB00B03MM408

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1	That the Company's annual accounts for the financial year ended December 31, 2010, together with the Directors' report and the Auditor's report on those accounts, be received	Mgmt	For
2	That the Remuneration Report for the year ended December 31, 2010, set out in the Annual Report and Accounts 2010 and summarised in the Annual Review and Summary Financial Statements 2010, be approved	Mgmt	For
3	That Linda G. Stuntz be appointed as a Director of the Company with effect from June 1,2011	Mgmt	For
4	That Josef Ackermann be re-appointed as a Director of the Company	Mgmt	For
5	That Malcolm Brinded be re-appointed as a Director of the Company	Mgmt	For
6	That Guy Elliott be re-appointed as a Director of the Company	Mgmt	For
7	That Simon Henry be re-appointed as a Director of the Company	Mgmt	For
8	That Charles O. Holliday be re-appointed as a Director of the Company	Mgmt	For
9	That Lord Kerr of Kinlochard be re-appointed as a Director of the Company	Mgmt	For
10	That Gerard Kleisterlee be re-appointed as a Director of the Company	Mgmt	For
11	That Christine Morin-Postel be re-appointed as a Director of the Company	Mgmt	For
12	That Jorma Ollila be re-appointed as a Director of the Company	Mgmt	For
13	That Jeroen van der Veer be re-appointed as a Director of the Company	Mgmt	For
14	That Peter Voser be re-appointed as a Director of the Company	Mgmt	For
15	That Hans Wijers be re-appointed as a Director of the Company	Mgmt	For
16	That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company	Mgmt	For
17	That the Board be authorised to settle the remuneration of the Auditors for 2011	Mgmt	For
18	That the Board be generally and unconditionally	Mgmt	For

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

authorised, in substitution for all subsisting authorities, to allot shares in the Company, to grant rights to subscribe for or convert any security into shares in the Company, in either case up to a nominal amount of EUR146 million, and to list such shares or rights on any stock exchange, such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on August 17, 2012) (unless previously revoked or varied by the Company in general meeting) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant

CONT	CONTD rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended	Non-Voting	No vote
19	That if Resolution 18 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited: (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and to (ii) holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and	Mgmt	For
CONT	CONTD make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and (B) in the case of the authority granted under Resolution 18 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of EUR 21 million, such power to apply until the end of next year's AGM (or, if earlier, until the close of business on August 17, 2012) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require	Non-Voting	No vote

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

	equity securities CONTD		
CONT	CONTD to be allotted (and treasury shares to be sold) after the power ends, and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended	Non-Voting	No vote
20	That the Company be authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares of EUR 0.07 each ("Ordinary Shares"), such power to be limited: (A) to a maximum number of 625 million Ordinary Shares; (B) by the condition that the minimum price which may be paid for an Ordinary Share is EUR0.07 and the maximum price which may be paid for an Ordinary Share is the higher of (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; (ii) and the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase	Mgmt	For
	CONTD		
CONT	CONTD is carried out, in each case, exclusive of expenses; such power to apply until the end of next year's Annual General Meeting (or, if earlier, August 17, 2012) but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended	Non-Voting	No vote
21	That, in accordance with Section 366 of the Companies Act 2006 and in substitution for any previous authorities given to the Company (and its subsidiaries), the Company (and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect) be authorised to: (A) make political donations to political organisations other than political parties not exceeding EUR200,000 in total per annum; and (B) incur political expenditure not exceeding EUR200,000 in total per annum, during the period beginning with the date of the passing of this resolution and ending on June 30, 2012 or, if earlier, at the conclusion of the next Annual General Meeting of the Company. In this resolution, the terms "political donation", "political parties",	Mgmt	For
	CONTD		
CONT	CONTD "political organisation" and "political expenditure" have the meanings given to them	Non-Voting	No vote

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

by Sections 363 to 365 of the Companies Act
2006

ROYAL KPN NV

Agen

Security: N4297B146
Meeting Type: AGM
Meeting Date: 06-Apr-2011
Ticker:
ISIN: NL0000009082

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU	Non-Voting	No vote
1	Opening and announcements	Non-Voting	No vote
2	Report by the Board of Management for the financial year 2010	Non-Voting	No vote
3	Proposal to adopt the financial statements for the financial year 2010	Mgmt	For
4	Explanation of the financial and dividend policy	Non-Voting	No vote
5	Proposal to adopt a dividend over the financial year 2010	Mgmt	For
6	Proposal to discharge the members of the Board of Management from liability	Mgmt	For
7	Proposal to discharge the members of the Supervisory Board from liability	Mgmt	For
8	Proposal to appoint the auditor	Mgmt	For
9	Proposal to amend the remuneration policy for the Board of Management	Mgmt	For
10	Proposal to amend the remuneration of the Supervisory Board	Mgmt	For
11	Opportunity to make recommendations for the appointment of a member of the Supervisory Board	Non-Voting	No vote
12	Proposal to appoint Mr J.B.M. Streppel as member of the Supervisory Board	Mgmt	For
13	Proposal to appoint Mr M. Bischoff as member of the Supervisory Board	Mgmt	For
14	Proposal to appoint Ms C.M. Hooymans as member of the Supervisory Board	Mgmt	For

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

15	Information on the composition of the Supervisory Board going forward	Non-Voting	No vote
16	Proposal to authorize the Board of Management to resolve that the company may acquire its own shares	Mgmt	For
17	Proposal to reduce the capital through cancellation of own shares	Mgmt	For
18	Any other business and closure of the meeting	Non-Voting	No vote

SALESFORCE.COM, INC.

Agen

Security: 79466L302
Meeting Type: Annual
Meeting Date: 09-Jun-2011
Ticker: CRM
ISIN: US79466L3024

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARC BENIOFF	Mgmt	For
1B	ELECTION OF DIRECTOR: CRAIG CONWAY	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN HASSENFELD	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2012.	Mgmt	For
03	ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE A RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD.	Shr	For

SANOFI-AVENTIS, PARIS

Agen

Security: F5548N101
Meeting Type: MIX
Meeting Date: 06-May-2011
Ticker:
ISIN: FR0000120578

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

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: https://balo.journal-officiel.gouv.fr/pdf/2011/0316/201103161100708.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101269.pdf	Non-Voting	No vote
0.1	Approval of the corporate financial statements for the financial year 2010	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year 2010	Mgmt	For
0.3	Allocation of income and setting the dividend	Mgmt	For
0.4	Agreements and Undertakings pursuant to Articles L. 225- 38 et seq. of the Commercial Code	Mgmt	For
0.5	Setting the amount of attendance allowances	Mgmt	For
0.6	Ratification of the co-optation of Mrs. Carole Piwnica as Board member	Mgmt	For
0.7	Appointment of Mrs. Suet-Fern Lee as Board member	Mgmt	For
0.8	Renewal of Mr. Thierry Desmarest's term as Board member	Mgmt	For
0.9	Renewal of Mr. Igor Landau's term as Board member	Mgmt	For
0.10	Renewal of Mr. Gerard Van Kemmel's term as Board member	Mgmt	For
0.11	Renewal of Mr. Serge Weinberg's term as Board member	Mgmt	For
0.12	Renewal of term of the company PricewaterhouseCoopers Audit as principal Statutory Auditor	Mgmt	For
0.13	Appointment of Mr. Yves Nicolas as deputy Statutory	Mgmt	For

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

Auditor

O.14	Authorization to be granted to the Board of Directors to trade the Company's shares	Mgmt	For
E.15	Delegation of authority to be granted to the Board of Directors to decide to increase capital by issuing - with preferential subscription rights - shares and/or securities giving access to the capital of the Company and/or by issuing securities entitling to the allotment of debt securities	Mgmt	For
E.16	Delegation of authority to be granted to the Board of Directors to decide to increase capital by issuing - without preferential subscription rights - shares and/or securities giving access to the capital of the Company and/or by issuing securities entitling to the allotment of debt securities by way of a public offer	Mgmt	For
E.17	Option to issue shares or securities giving access to the capital without preferential subscription rights, in consideration for in-kind contributions of equity securities or securities giving access to the capital	Mgmt	For
E.18	Delegation of authority to be granted to the Board of Directors to increase the number of issuable securities in the event of capital increase with or without preferential subscription rights	Mgmt	For
E.19	Delegation of authority to be granted to the Board of Directors to decide increase the share capital by incorporation of premiums, reserves, profits or other amounts	Mgmt	For
E.20	Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the capital reserved for members of savings plans with cancellation of preferential subscription rights in favor of the latter	Mgmt	For
E.21	Delegation of authority to be granted to the Board of Directors to grant options to subscribe for or purchase shares	Mgmt	Against
E.22	Delegation to be granted to the Board of Directors to reduce the share capital by cancellation of treasury shares	Mgmt	For
E.23	Amendment of Article 11 of the Statutes	Mgmt	For
E.24	Amendment of Article 12 of the Statutes	Mgmt	For
E.25	Amendment of Article 19 of the Statutes	Mgmt	For
E.26	Change in the name of the Company and consequential amendment of the Statutes	Mgmt	For

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

E.27	Powers for the formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL. 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

SAP AG, WALLDORF/BADEN

Agen

Security: D66992104
 Meeting Type: AGM
 Meeting Date: 25-May-2011
 Ticker:
 ISIN: DE0007164600

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	No vote
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 04 MAY 2011, 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
	COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 10 MAY 2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.	Non-Voting	No vote
1.	Presentation of the adopted annual financial statements and the approved group financial statements, the combined management report and group management report of SAP AG, including	Non-Voting	No vote

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

the Executive Board's explanatory notes relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) of the German Commercial Code (HGB), and the Supervisory Board's report, each for fiscal year 2010

2.	Resolution on the appropriation of the retained earnings of fiscal year 2010	Mgmt	For
3.	Resolution on the formal approval of the acts of the Executive Board in fiscal year 2010	Mgmt	For
4.	Resolution on the formal approval of the acts of the Supervisory Board in fiscal year 2010	Mgmt	For
5.	Appointment of the auditors of the financial statements and group financial statements for fiscal year 2011	Mgmt	For
6.	Resolution on the amendment to Section 4 of the Articles of Incorporation to reflect changes in the capital structure since the Articles of Incorporation were last amended as well as on the cancellation of Contingent Capital VI and the corresponding amendment to Section 4 of the Articles of Incorporation	Mgmt	For
7.	Resolution on the authorization of the Executive Board to issue convertible and/or warrant-linked bonds, the option to exclude shareholders' subscription rights, the cancellation of Contingent Capital IV and Contingent Capital IVa, the creation of new Contingent Capital IV and the corresponding amendment to Section 4 of the Articles of Incorporation	Mgmt	For
8.	Resolution on the approval of a Control and Profit Transfer Agreement between SAP AG and a subsidiary	Mgmt	For

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108
Meeting Type: Annual
Meeting Date: 06-Apr-2011
Ticker: SLB
ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: P. CAMUS	Mgmt	For
1B	ELECTION OF DIRECTOR: P. CURRIE	Mgmt	For
1C	ELECTION OF DIRECTOR: A. GOULD	Mgmt	For

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

1D	ELECTION OF DIRECTOR: T. ISAAC	Mgmt	For
1E	ELECTION OF DIRECTOR: K.V. KAMATH	Mgmt	For
1F	ELECTION OF DIRECTOR: N. KUDRYAVTSEV	Mgmt	For
1G	ELECTION OF DIRECTOR: A. LAJOUS	Mgmt	For
1H	ELECTION OF DIRECTOR: M.E. MARKS	Mgmt	For
1I	ELECTION OF DIRECTOR: E. MOLER	Mgmt	For
1J	ELECTION OF DIRECTOR: L.R. REIF	Mgmt	For
1K	ELECTION OF DIRECTOR: T.I. SANDVOLD	Mgmt	For
1L	ELECTION OF DIRECTOR: H. SEYDOUX	Mgmt	For
1M	ELECTION OF DIRECTOR: P. KIBSGAARD	Mgmt	For
1N	ELECTION OF DIRECTOR: L.S. OLAYAN	Mgmt	For
02	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	TO APPROVE THE AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON SHARE CAPITAL.	Mgmt	For
05	TO APPROVE THE AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION TO CLARIFY THE VOTING STANDARD IN CONTESTED DIRECTOR ELECTIONS AND TO MAKE CERTAIN OTHER CHANGES.	Mgmt	For
06	TO APPROVE THE COMPANY'S FINANCIAL STATEMENTS AND DECLARATION OF DIVIDENDS.	Mgmt	For
07	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 SIEMENS A G

Agen

Security: D69671218
 Meeting Type: AGM
 Meeting Date: 25-Jan-2011
 Ticker:
 ISIN: DE0007236101

Prop.# Proposal	Proposal Type	Proposal Vote
ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING	Non-Voting	No vote

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

YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. 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.	To receive and consider the Report of the supervisory Board, the corporate Governance Report and the Compensation Report as well as the Compliance Report for fiscal year 2010	Non-Voting	No vote
2.	To receive and consider the adopted Annual Financial Statements of Siemens AG and the approved Consolidated Financial Statements, together with the Combined Management's Discussion and Analysis of Siemens AG and the Siemens Group, including the Explanatory Report on the information required pursuant to section 289 (4) and (5) and section 315 (4) of the German Code (HGB) as of September 30, 2010	Non-Voting	No vote
3.	To resolve on the allocation of net income of siemens AG to pay a dividend	Mgmt	For
4.	To ratify the acts of the members of the Managing Board	Mgmt	For
5.	To ratify the acts of the members of the Supervisory Board	Mgmt	For
6.	To resolve on the approval of the compensation system for Managing Board members	Mgmt	For
7.	To resolve on the appointment of independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the Interim Financial Statements	Mgmt	For
8.	To resolve on the authorization to repurchase and use Siemens shares and to exclude shareholders' subscription and tender rights	Mgmt	For
9.	To resolve on the authorization to use derivatives in connection with the repurchase of Siemens shares pursuant to section 71 (1), no. 8, of the German Corporation Act (AktG), and to exclude shareholders' subscription and tender rights	Mgmt	For

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

10.	To resolve on the creation of an Authorized Capital 2011 reserved for the issuance to employees with shareholders' subscription rights excluded, and related amendments to the Articles of Association	Mgmt	For
11.	To resolve on the adjustment of Supervisory Board compensation and the related amendments to the Articles of Association	Mgmt	For
12.	To resolve on the approval of a profit-and-loss transfer agreement between Siemens AG and a subsidiary	Mgmt	For
13.	To resolve on the authorization of the managing Board to issue convertible bonds and/or warrant bonds and exclude shareholders' subscription rights, and to resolve on the creation of a Conditional Capital 2011 and related amendments to the Articles of Association	Mgmt	For
14.	PLEASE NOTE THAT THIS IS A SHAREHOLDERS PROPOSAL: Resolution on an amendment to section 2 of the Articles of Association of Siemens AG	Shr	Against

SILVER WHEATON CORP.

Agen

Security: 828336107
Meeting Type: Annual
Meeting Date: 20-May-2011
Ticker: SLW
ISIN: CA8283361076

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR PETER D. BARNES LAWRENCE I. BELL GEORGE L. BRACK JOHN A. BROUGH R. PETER GILLIN DOUGLAS M. HOLTBY EDUARDO LUNA WADE D. NESMITH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For

SOUTHWESTERN ENERGY COMPANY

Agen

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

Security: 845467109
 Meeting Type: Annual
 Meeting Date: 17-May-2011
 Ticker: SWN
 ISIN: US8454671095

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LEWIS E. EPLEY, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT L. HOWARD	Mgmt	For
1C	ELECTION OF DIRECTOR: GREG D. KERLEY	Mgmt	For
1D	ELECTION OF DIRECTOR: HAROLD M. KORELL	Mgmt	For
1E	ELECTION OF DIRECTOR: VELLO A. KUUSKRAA	Mgmt	For
1F	ELECTION OF DIRECTOR: KENNETH R. MOURTON	Mgmt	For
1G	ELECTION OF DIRECTOR: STEVEN L. MUELLER	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES E. SCHARLAU	Mgmt	For
1I	ELECTION OF DIRECTOR: ALAN H. STEVENS	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011.		For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF SAY-ON-PAY VOTES.	Mgmt	1 Year
05	AMENDMENT OF THE COMPANY'S BY-LAWS TO REDUCE THE OWNERSHIP THRE- SHOLD FOR STOCKHOLDERS TO CALL SPECIAL MEETING OF STOCKHOLDERS.	Mgmt	Against
06	STOCKHOLDER PROPOSAL FOR A POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT.	Shr	Against

ST. JUDE MEDICAL, INC. Agen

Security: 790849103
 Meeting Type: Annual
 Meeting Date: 12-May-2011
 Ticker: STJ
 ISIN: US7908491035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD R. DEVENUTI	Mgmt	For

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

1B	ELECTION OF DIRECTOR: THOMAS H. GARRETT III	Mgmt	For
1C	ELECTION OF DIRECTOR: WENDY L. YARNO	Mgmt	For
02	ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
04	TO APPROVE AMENDMENTS TO THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.	Mgmt	For
05	TO CONSIDER AND ACT UPON A SHAREHOLDER PROPOSAL REGARDING THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	Shr	For
06	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

 STATE STREET CORPORATION

Agen

 Security: 857477103
 Meeting Type: Annual
 Meeting Date: 18-May-2011
 Ticker: STT
 ISIN: US8574771031

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: K. BURNES	Mgmt	For
1B	ELECTION OF DIRECTOR: P. COYM	Mgmt	For
1C	ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN	Mgmt	For
1D	ELECTION OF DIRECTOR: A. FAWCETT	Mgmt	For
1E	ELECTION OF DIRECTOR: D. GRUBER	Mgmt	For
1F	ELECTION OF DIRECTOR: L. HILL	Mgmt	For
1G	ELECTION OF DIRECTOR: J. HOOLEY	Mgmt	For
1H	ELECTION OF DIRECTOR: R. KAPLAN	Mgmt	For
1I	ELECTION OF DIRECTOR: C. LAMANTIA	Mgmt	For
1J	ELECTION OF DIRECTOR: R. SERGEL	Mgmt	For
1K	ELECTION OF DIRECTOR: R. SKATES	Mgmt	For
1L	ELECTION OF DIRECTOR: G. SUMME	Mgmt	For

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

1M	ELECTION OF DIRECTOR: R. WEISSMAN	Mgmt	For
02	TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION	Mgmt	For
03	TO APPROVE AN ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY PROPOSALS ON EXECUTIVE COMPENSATION	Mgmt	1 Year
04	TO APPROVE THE 2011 SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN	Mgmt	For
05	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011	Mgmt	For
06	TO ACT ON A SHAREHOLDER PROPOSAL RELATING TO DISCLOSURE OF CERTAIN POLITICAL CONTRIBUTIONS	Shr	Against

 STATOIL ASA

Agen

Security: R8413J103
 Meeting Type: AGM
 Meeting Date: 19-May-2011
 Ticker:
 ISIN: NO0010096985

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	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
CMMT	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 annual general meeting by the chair of the corporate assembly	Non-Voting	No vote
2	The board of directors proposes that the general meeting elects the chair of the corporate assembly, Olaug Svarva, as chair of the meeting	Mgmt	No vote
3	Approval of the notice and the agenda	Mgmt	No vote
4	Registration of attending shareholders and proxies	Non-Voting	No vote

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

5	Election of two persons to co-sign the minutes together with the chair of the meeting	Mgmt	No vote
6	Approval of the annual report and accounts for Statoil ASA and the Statoil group for 2010 including the board of directors' proposal for distribution of dividend: The board of directors proposes a total dividend of NOK 6.25 per share for 2010. The dividend accrues to the shareholders as of 19 May 2011. Expected payment of dividends is 1 June 2011	Mgmt	No vote
7	Declaration on stipulation of salary and other remuneration for executive management: In accordance with section 6-16a of the Public Limited Companies Act, the board of directors will prepare a statement regarding the settlement of salary and other remuneration for executive management. The content of the statement is included in note 6 to Statoil's annual report and accounts for 2010 which have been prepared in accordance with accounting principles generally accepted in Norway (NGAAP). The general meeting will consider the statement by an advisory vote	Mgmt	No vote
8	Determination of remuneration for the company's auditor	Mgmt	No vote
9	The nomination committee proposes the following changes to the remuneration to the corporate assembly: Chair from NOK 100,000/yearly to NOK 103,500/yearly, Deputy Chair from NOK 52,500/yearly to NOK 54,500/yearly, Members from NOK 37,000/yearly to NOK 38,250/yearly and Deputy Members from NOK 5,250/meeting to NOK 5,500/meeting	Mgmt	No vote
10	Election of member to the nomination committee: Bjorn Stale Haavik has informed that he wishes to withdraw from the nomination committee. The nomination committee nominates Ingrid Rasmussen, Director General, Department for Economic and Administrative Affairs, Ministry of Petroleum and Energy, as a new member of the nomination committee until the annual general meeting in 2012. For further information, see the nomination committee's nomination on www.statoil.com . The other members of the nomination committee, Olaug Svarva (chair), Tom Rathke and Live Haukvik Aker, are elected until the annual general meeting in 2012	Mgmt	No vote
11	Determination of remuneration for the nomination committee: The nomination committee proposes the following changes to the remuneration to the nomination committee: Chair from NOK 10,000/meeting to NOK 10,400/meeting and Members from NOK 7,400/meeting to NOK 7,700/meeting	Mgmt	No vote
12	The board of directors is authorised on behalf	Mgmt	No vote

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

of the company to acquire Statoil shares in the market. The authorisation may be used to acquire own shares at a total nominal value of up to NOK 20,000,000. Shares acquired pursuant to this authorisation may only be used for sale and transfer to employees of the Statoil group as part of the group's share saving plan, as approved by the board of directors. The minimum and maximum amount that may be paid per share will be NOK 50 and 500 respectively. The authorisation is valid until the next annual general meeting, but not beyond 30 June 2012. This authorisation replaces the previous authorisation to acquire own shares for implementation of the share saving plan for employees granted by the annual general meeting on 19 May 2010

- | | | | |
|----|---|------|---------|
| 13 | <p>The board of directors of Statoil ASA is hereby authorised to acquire Statoil shares in the market on behalf of the company with a nominal value of up to NOK 187,500,000. The minimum and maximum amount that can be paid per share will be NOK 50 and NOK 500 respectively. Within these limits, the board of directors shall itself decide at what price and at what time such acquisition shall take place. Own shares acquired pursuant to this authorisation may only be used for annulment through a reduction of the company's share capital, pursuant to the Public Limited Companies Act section 12-1. The authorisation is valid until the next annual general meeting, but not beyond 30 June 2012</p> | Mgmt | No vote |
| 14 | <p>The general meeting approves that adjustments in the Marketing Instructions for Statoil ASA, adopted by the general meeting on 25 May 2001, be made to the provisions concerning reference price for crude oil and NGL, thereby ensuring Statoil the necessary incentives to obtain the highest possible value for the state and Statoil's oil and gas under the market conditions prevailing at any time. The adjustments to the Marketing Instructions as such are made by the state, represented by the Ministry of Petroleum and Energy</p> | Mgmt | No vote |
| 15 | <p>Changes to the articles of association: articles 4, 9 and 11</p> | Mgmt | No vote |
| 16 | <p>Adopt instruction for the nomination committee: In accordance with the proposed change to the articles of association article 11, and as recommended by The Norwegian Code of Practice for Corporate Governance, the board recommends that the general meeting adopts the "Instruction for the nomination committee in Statoil ASA" (to be found on www.statoil.com)</p> | Mgmt | No vote |
| 17 | <p>PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Statoil's extraction of tar sands is a strategic</p> | Shr | No vote |

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

path that: a) has substantial negative climate, environmental - and social impact, b) is not in line with Statoil's sustainable development and environmental goals and values and c) damages the company's credibility and reputation, and exposes the shareholders to economic risks. Extraction of tar sands is not compatible with the international ambition to limit global temperature rise below 2 degrees Celsius. It is not in the shareholders' long term interest that Statoil continues its extraction of oil from tar sands. Statoil shall divest from tar sands extraction in Canada

TARGET CORPORATION

Agen

Security: 87612E106
 Meeting Type: Annual
 Meeting Date: 08-Jun-2011
 Ticker: TGT
 ISIN: US87612E1064

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROXANNE S. AUSTIN	Mgmt	For
1B	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY N. DILLON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: MARY E. MINNICK	Mgmt	For
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1G	ELECTION OF DIRECTOR: DERICA W. RICE	Mgmt	For
1H	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1I	ELECTION OF DIRECTOR: GREGG W. STEINHAFEL	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1K	ELECTION OF DIRECTOR: SOLOMON D. TRUJILLO	Mgmt	For
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	COMPANY PROPOSAL TO APPROVE THE TARGET CORPORATION 2011 LONG-TERM INCENTIVE PLAN.	Mgmt	For
04	COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Mgmt	For

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

05	COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES.	Mgmt	1 Year
06	SHAREHOLDER PROPOSAL ON COMPENSATION BENCHMARKING.	Shr	For
07	SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING.	Shr	Against

 TELEFON AB L M ERICSSON

Agen

 Security: W26049119
 Meeting Type: AGM
 Meeting Date: 13-Apr-2011
 Ticker:
 ISIN: SE0000108656

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU	Non-Voting	No vote
CMMT	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
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	No vote
1	The Nomination Committee proposes the Chairman of the Board of Directors, Michael Treschow, be elected Chairman of the Meeting	Non-Voting	No vote
2	Preparation and approval of the voting list	Non-Voting	No vote
3	Approval of the agenda of the Meeting	Non-Voting	No vote
4	Determination whether the Meeting has been properly convened	Non-Voting	No vote
5	Election of two persons approving the minutes	Non-Voting	No vote
6	Presentation of the annual report, the auditors' report, the consolidated accounts, the auditors' report on the consolidated accounts and the auditors' presentation of the audit work during 2010	Non-Voting	No vote

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

7	The President's speech and questions by the shareholders to the Board of Directors and the management	Non-Voting	No vote
8.1	Resolution with respect to: adoption of the income statement and the balance sheet, the consolidated income statement and the consolidated balance sheet	Mgmt	For
8.2	Resolution with respect to: discharge of liability for the members of the Board of Directors and the President	Mgmt	For
8.3	The Board of Directors proposes a dividend of SEK 2.25 per share and Monday, April 18, 2011, as record date for dividend. Assuming this date will be the record day, Euroclear Sweden AB is expected to disburse dividends on Thursday, April 21, 2010	Mgmt	For
9.1	The number of Board members to be elected by the Meeting shall remain twelve and no Deputy Directors be elected	Mgmt	For
9.2	The fees to the non-employed Board members and to the non-employed members of the Committees to the Board of Directors elected by the Meeting be paid as follows: SEK 3,750,000 to the Chairman of the Board of Directors (unchanged); SEK 825,000 each to the other Board members (previously SEK 750,000); SEK 350,000 to the Chairman of the Audit Committee (unchanged); SEK 250,000 each to the other members of the Audit Committee (unchanged); SEK 200,000 each to the Chairmen of the Finance and the Remuneration Committee (previously SEK 125,000); and SEK 175,000 each to the other members of the Finance and the Remuneration Committee (previously SEK 125,000). Fees in the form of synthetic shares: The Nomination Committee proposes the Directors should be offered, on unchanged terms, the possibility to receive part of the fees in respect of their Board assignment (however, not in respect of committee work) in the form of synthetic shares. A synthetic share signifies a right to receive future payment of an amount corresponding to the market price of a share of series B in the Company on NASDAQ OMX Stockholm at the time of payment. The following principal terms and conditions shall apply. A nominated Director shall have the possibility of choosing to receive the fee in respect of his or her Board assignment, according to the following four alternatives: 25 percent in cash 75 percent in synthetic shares; 50 percent in cash 50 percent in synthetic shares; 75 percent in cash 25 percent in synthetic shares; and 100 percent in cash. The number of synthetic shares allocated to the Director shall be based on a volume weighted average of the market price of shares of series B on NASDAQ OMX Stockholm during	Mgmt	For

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

the five trading days immediately following the publication of the Company's interim report for the first quarter of 2011. The synthetic shares are vested during the term of office, with 25 percent per quarter of the year. The synthetic shares entail a right to receive payment, following the publication of Ericsson's year-end financial statement in 2016, of a cash amount per synthetic share corresponding to the market price of shares of series B in the Company at the time of payment. Dividend in respect of shares of series B in the Company, which the General Meeting of Shareholders has resolved on during the holding period, shall be disbursed at the same time as the cash amount. Should the Director's assignment to the Board of Directors come to an end not later than during the third calendar year after the year in which the General Meeting of Shareholders resolved on allocation of the synthetic shares, payment may take place the year after the assignment came to an end. The number of synthetic shares may be subject to recalculation in the event of bonus issues, split, rights issues and similar measures, under the terms and conditions of the synthetic shares. The intention is that the Company's future commitment to pay with regard to the synthetic shares, as set out above, should be hedged by the Company, either through repurchased own shares which are sold on the market in connection with payments to the Directors or through a hedging agreement with a bank. Due to the hedging measures, the financial difference for the Company, should all Directors receive part of their fees in the form of synthetic shares compared with the fees being paid in cash only, is assessed to be very limited

- | | | | |
|-----|---|------|-----|
| 9.3 | Chairman of the Board of Directors: The Nomination Committee proposes Leif Johansson be elected new Chairman of the Board of Directors (Michael Treschow, presently Chairman of the Board, has declined re-election). Other members of the Board of Directors: The Nomination Committee proposes re-election of Roxanne S. Austin, Sir Peter L. Bonfield, Borje Ekholm, Ulf J. Johansson, Sverker Martin-Lof, Nancy McKinstry, Anders Nyr n, Carl-Henric Svanberg, Hans Vestberg and Michelangelo Volpi and election of Jacob Wallenberg as new Board member (Marcus Wallenberg has declined re-election) | Mgmt | For |
| 9.4 | Procedure on appointment of the Nomination Committee and determination of the assignment of the Committee: The Nomination Committee proposes a procedure on appointment of the Nomination Committee, in substance as follows: The Company shall have a Nomination Committee of no less than five members. One member shall be the chairman of the Board of Directors. Based on the shareholding statistics the Company receives | Mgmt | For |

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

from Euroclear Sweden AB as per the last bank day of the month in which the Annual General Meeting is held, the Nomination Committee shall, without unnecessary delay, identify the four largest shareholders by voting power of the Company. As soon as reasonably feasible, the Nomination Committee shall, in a suitable manner, contact the identified four largest shareholders and request them, within reasonable time considering the circumstances, however not exceeding 30 days, to provide in writing to the Nomination Committee the name of the person the shareholder wish to appoint member of the Nomination Committee. The chairman of the Nomination Committee shall be the member that represents the largest shareholder(s) by voting power, provided the Nomination Committee does not unanimously resolve to appoint another member, appointed by a shareholder, chairman of the Nomination Committee. In case a shareholder considers its shareholding in the Company is of such significance that it justifies a participation in the Nomination Committee, the shareholder may inform in writing the Nomination Committee thereof and in connection hereto adequately verify its shareholding. Upon receipt of such a request no later than December 31, and provided the Nomination Committee considers the reported shareholding be adequately verified, the Nomination Committee shall confirm this to the shareholder, who will then be entitled to appoint a supplemental member of the Nomination Committee. In case the Nomination Committee receives a notification from a shareholder past the date of December 31, no action is required to be taken. The assignment covers to provide proposals for chairman at the Annual General Meeting; chairman of the Board of Directors and other members of the Board of Directors appointed by the Annual General Meeting; fees payable to non-employed members of the Board of Directors; and fees payable to the auditors as well as, when applicable, election of auditors. Henceforth, no remuneration shall be paid to the members of the Nomination Committee. However, the Company shall bear the reasonable expenses reasonably related to the assignment of the Nomination Committee

- | | | | |
|-----|---|------|-----|
| 9.5 | Fees payable to the members of the Nomination Committee: The Nomination Committee proposes no remuneration be paid to the Nomination Committee members | Mgmt | For |
| 9.6 | Fees payable to the Auditor: The Nomination Committee proposes, like previous years, the Auditor fees be paid against approved account | Mgmt | For |
| 9.7 | Election of Auditor: The Nomination Committee proposes PricewaterhouseCoopers be appointed Auditor for the period as of the end of the Annual General Meeting 2011 until the end of the Annual General Meeting 2012 | Mgmt | For |

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

10 Guidelines for remuneration to senior management: Mgmt For

The Board of Directors proposes the Annual General Meeting resolves on the following guidelines for remuneration and other employment terms for the senior management for the period up to the 2012 Annual General Meeting. The guidelines proposed do not comprise any material changes compared to the principles resolved by the 2010 Annual General Meeting. 2011 Remuneration Policy: Remuneration at Ericsson is based on the principles of performance, competitiveness and fairness. These principles and good practice in Sweden guide our policy to: Attract and retain highly competent, performing and motivated people that have the ability, experience and skill to deliver on the Ericsson strategy; Encourage behavior consistent with Ericsson's culture and core values of professionalism, respect and perseverance; Ensure fairness in reward by delivering total remuneration that is appropriate but not excessive; Ensure a total compensation mix of fixed and variable remuneration and benefits that reflects the Company's principles and is competitive where Ericsson competes for talent; Encourage variable remuneration which, first, aligns employees with clear and relevant targets, second, reinforces performance and, third, enables flexible remuneration costs; Ensure that all variable remuneration plans have maximum award and vesting limits; Encourage employees to deliver sustained performance and build up a personal shareholding in Ericsson, aligning the interests of shareholders and employees; Communicate clearly to both employees and shareholders how Ericsson translates remuneration principles and policy into practice. Group Management: For Group Management consisting of the Executive Leadership Team, including the President and CEO, in the following referred to as the "Group Management", total remuneration consists of fixed salary, short- and long-term variable remuneration, pension and other benefits. Furthermore, the following guidelines apply for Group Management: Variable remuneration is through cash and stock-based programs awarded against specific business targets derived from the long term business plan approved by the Board of Directors. Targets may include financial targets at either corporate or unit level, operational targets, employee motivation targets and customer satisfaction targets; With the current composition of Group Management, the Company's cost during 2011 for the variable remuneration of Group Management can, at a constant share price, amount to between 0 and 150 percent of the aggregate fixed salary cost, all excluding social security costs; All benefits, including pension benefits, follow the competitive practice in the home country taking total compensation into account. The retirement age is normally 60 to 65 years of age; By way of exception, additional arrangements can be made when deemed

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

required. Such additional arrangement shall be limited in time and shall not exceed a period of 36 months and two times the remuneration that the individual concerned would have received had no additional arrangement been made; The mutual notice period may be no more than six months. Upon termination of employment by the Company, severance pay amounting to a maximum of 18 months fixed salary is paid. Notice of termination given by the employee due to significant structural changes, or other events that in a determining manner affect the content of work or the condition for the position, is equated with notice of termination served by the Company

- 11.1 Implementation of the Stock Purchase Plan: All employees within the Ericsson Group, except for what is mentioned in the fourth paragraph below, will be offered to participate in the Stock Purchase Plan. Employees who participate in the Stock Purchase Plan shall, during a 12 month period from the implementation of the plan, be able to invest up to 7.5 percent of gross fixed salary in shares of series B in the Company on NASDAQ OMX Stockholm or in ADSs on NASDAQ. The CEO shall have the right to invest up to 10 percent of gross fixed salary and 10 percent of short term variable remuneration for purchase of shares. If the purchased shares are retained by the employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be given a corresponding number of shares of series B or ADSs, free of consideration. Participation in the Stock Purchase Plan presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Company
- Mgmt For
- 11.2 Transfer of treasury stock for the Stock Purchase Plan: a) Transfer of treasury stock to employees Transfer of no more than 9,800,000 shares of series B in the Company may occur on the following terms and conditions: The right to acquire shares shall be granted to such persons within the Ericsson Group covered by the terms and conditions of the Stock Purchase Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Stock Purchase Plan; The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Stock Purchase Plan, i.e. during the period from November 2011 up to and including November 2015; Employees
- Mgmt For

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

- covered by the terms and conditions of the Stock Purchase Plan shall receive shares of series B in the Company, free of consideration.
- b) Transfer of treasury stock on an exchange The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 1,900,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share
- 11.3 Equity Swap Agreement with third party in relation to the Stock Purchase Plan: In the event that the required majority is not reached under item 11.2 above, the financial exposure of the Stock Purchase Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Stock Purchase Plan
- Mgmt Against
- 11.4 Implementation of the Key Contributor Retention Plan: In addition to the regular matching of one share pursuant to the Stock Purchase Plan described above, up to 10 percent of the employees (presently approximately 9,000) are selected as key contributors and will be offered an additional matching of shares, free of consideration, within the Key Contributor Retention Plan. If the shares purchased in accordance with the terms and conditions of the Stock Purchase Plan are retained by an employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be entitled to an additional matching share, free of consideration, for every share purchased, in addition to the regular matching of one share. Participation in the Key Contributor Retention Plan presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Company. The Board of Directors shall however be entitled, but not obligated, to arrange for an alternative cash plan for key contributors in specific jurisdictions, should any of the aforementioned presuppositions prove not to be at hand. Such alternative cash plan shall, as far as practical correspond to the terms and conditions of the Key Contributor Retention Plan
- Mgmt For
- 11.5 Transfer of treasury stock for the Key Contributor Retention Plan: a) Transfer of treasury stock to employees Transfer of no more than 6,100,000 shares of series B in the Company may occur on the following terms and conditions; The right to acquire shares shall be granted to
- Mgmt For

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

such persons within the Ericsson Group covered by the terms and conditions of the Key Contributor Retention Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Key Contributor Retention Plan; The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Key Contributor Retention Plan, i.e. during the period from November 2011 up to and including November 2015; Employees covered by the terms and conditions of the Key Contributor Retention Plan shall receive shares of series B in the Company, free of consideration. b) Transfer of treasury stock on an exchange The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 1,200,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share

- | | | | |
|------|---|------|---------|
| 11.6 | Equity Swap Agreement with third party in relation to the Contributor Retention Plan: In the event that the required majority is not reached under item 11.5 above, the financial exposure of the Key Contributor Retention Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Key Contributor Retention Plan | Mgmt | Against |
| 11.7 | Implementation of the Executive Performance Stock Plan: In addition to the regular matching of shares pursuant to the Stock Purchase Plan described above, senior managers, up to 0.5 percent of employees (presently approximately 450, although it is anticipated that the number of participants will be significantly lower) will be offered an additional matching of shares, free of consideration, within the Executive Performance Stock Plan. If the shares purchased in accordance with the terms and conditions of the Stock Purchase Plan are retained by an employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be entitled to the following matching of shares, free of consideration, in addition to the regular matching of one share: The President may be entitled to an additional performance match of up to nine shares for each one purchased ; Other senior managers may be entitled to an additional performance match of up to either | Mgmt | For |

four or six shares for each one purchased; The nomination of senior managers will be on the basis of position, seniority and performance at the discretion of the Remuneration Committee, which will approve participation and matching share opportunity. The terms and conditions of the additional performance match under the Executive Performance Stock Plan will be based on the outcome of three targets, which are independent of each other and have equal weighting: Up to one third of the award shall vest provided the compound annual growth rate (CAGR) of consolidated net sales between year 0 (2010 financial year) and year 3 (2013 financial year) is between 4 and 10 percent. Matching will begin at a threshold level of 4 percent CAGR and increase on a linear scale to full vesting of this third of the award at 10 percent CAGR; Up to one third of the award shall vest provided the compound annual growth rate (CAGR) of consolidated operating income between year 0 (2010 financial year) and year 3 (2013 financial year) is between 5 and 15 percent. Income from joint ventures and restructuring charges will be included though restructuring charges for 2010 will be excluded. Matching will begin at a threshold level of 5 percent CAGR and increase on a linear scale to full vesting of this third of the award at 15 percent CAGR; Up to one third of the award will be based on the cash conversion during each of the years during the performance period, calculated as cash flow from operating activities divided by net income reconciled to cash. One ninth of the total award will vest for any year, i.e. financial years 2011, 2012 and 2013, if cash conversion is at or above 70 percent. The Board of Directors considers that long-term value creation will be reflected in the success of these targets, aligning executives with long-term shareholder interests. There will be no allocation of shares if none of the threshold levels have been achieved, i.e. CAGR is less than 4 percent for net sales and less than 5 percent for operating income, and a 70 percent cash conversion has not been achieved during the performance period. The minimum matching at the threshold levels is 0. The maximum number of performance matching shares - 4 shares, 6 shares and 9 shares respectively - will be allocated if the maximum performance levels of CAGR of 10 percent for net sales and 15 percent for operating income have been achieved, or exceeded, and a cash conversion of 70 percent or more has been achieved each year during the period. Before the number of performance shares to be matched are finally determined, the Board of Directors shall examine whether the performance matching is reasonable considering the Company's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the Board of Directors, reduce the number

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

of performance shares to be matched to the lower number of shares deemed appropriate by the Board of Directors. When undertaking its evaluation of performance outcomes the Board of Directors will consider, in particular, the impact of larger acquisitions, divestitures, the creation of joint ventures and any other significant capital event on the three targets on a case by case basis

- | | | | |
|------|---|------|---------|
| 11.8 | <p>Transfer of treasury stock for the Executive Performance Stock Plan: a) Transfer of treasury stock to employees: Transfer of no more than 3,500,000 shares of series B in the Company may occur on the following terms and conditions: The right to acquire shares shall be granted to such persons within the Ericsson Group covered by the terms and conditions of the Executive Performance Stock Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Executive Performance Stock Plan; The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Executive Performance Stock Plan, i.e. during the period from November 2011 up to and including November 2015; Employees covered by the terms and conditions of the Executive Performance Stock Plan shall receive shares of series B in the Company, free of consideration. b) Transfer of treasury stock on an exchange: The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 900,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share</p> | Mgmt | For |
| 11.9 | <p>Equity Swap Agreement with third party in relation to the Executive Performance Stock Plan: In the event that the required majority is not reached under item 11.8 above, the financial exposure of the Executive Performance Stock Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Executive Performance Stock Plan. Majority rules: The resolutions of the Annual General Meeting implementation of the three plans according to items 11.1, 11.4 and 11.7 above require that more than half of the votes cast at the General Meeting approve the proposals. The General Meeting's resolutions on transfers of treasury stock</p> | Mgmt | Against |

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

to employees and on an exchange according to items 11.2, 11.5 and 11.8 above, shall be adopted as one resolution for each of the three items, and require that shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the General Meeting approve the proposals. A valid resolution in accordance with the proposals for an equity swap agreement under items 11.3, 11.6 and 11.9 above requires that more than half of the votes cast at the General Meeting approve the proposals. Description of ongoing variable remuneration programs: The Company's ongoing variable remuneration programs are described in detail in the Annual Report 2010 in the note to the Consolidated Financial Statements, Note C29 and on the Company's website. The Remuneration Report published in the Annual Report outlines how the Company implements its remuneration policy in line with corporate governance best practice

12	The Board of Directors' proposal for resolution on transfer of treasury stock in relation to the resolutions on the Long-Term Variable Remuneration Programs 2007, 2008, 2009 and 2010: Background: The Extraordinary General Meeting 2007 as well as the Annual General Meetings 2008, 2009 and 2010 resolved on a right for the Company to transfer in total not more than 14,280,0003 shares of series B in the Company on a stock exchange to cover certain payments, mainly social security charges, that may occur in relation to the Long-Term Variable Remuneration Programs 2007, 2008, 2009 and 2010. Each resolution has for legal reasons only been valid up to the following Annual General Meeting. Resolutions on transfer of treasury stock for the purpose of the above mentioned plan and programs have therefore been repeated at the subsequent Annual General Meeting. In accordance with the resolutions on transfer of in total not more than 14,280,000 shares, 504,800 shares of series B have been transferred up to March 1, 2011. Proposal: The Board of Directors proposes that the Annual General Meeting resolve that the Company shall have the right to transfer, prior to the Annual General Meeting 2012, not more than 13,775,200 shares of series B in the Company, or the lower number of shares of series B, which as per April 13, 2011 remains of the original 14,280,000 shares, for the purpose of covering certain payments, primarily social security charges that may occur in relation to the Long-Term Variable Remuneration Programs 2007, 2008, 2009 and 2010. Transfer of shares shall be effected on NASDAQ OMX Stockholm at a price within the, at each time, prevailing price interval for the share. Majority rules: The resolution of the Annual General Meeting on a transfer of treasury stock requires that shareholders holding at least two-thirds of the votes cast as well as the shares represented	Mgmt	For
----	---	------	-----

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

at the Meeting vote in favor of the proposal

13	The Board of Directors' proposal for resolution on amendment of the Articles of Association: The Board of Directors proposes the Articles of Association (Article 2) be amended to adjust the description of the object's of the Company to the Company's strategy to expand into new industry segments, such as governments, health industry, transport, utilities and mobile money as specified	Mgmt	For
14	Resolution on Einar Hellbom's proposal for the Meeting to delegate to the Board of Directors to review how shares are to be given equal voting rights and to present a proposal to that effect at the next Annual General Meeting	Mgmt	For
15	Close of the Meeting	Non-Voting	No vote

 TESCO PLC, CHESHUNT

 Agen

Security: G87621101
 Meeting Type: AGM
 Meeting Date: 02-Jul-2010
 Ticker:
 ISIN: GB0008847096

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receive the accounts and reports of the Directors and the Auditors for the FYE 27 FEB 2010	Mgmt	For
2	Approve the Directors' remuneration report for the FYE 27 FEB 2010	Mgmt	Against
3	Declare the final dividend of 9.16 pence per share recommended by the Directors	Mgmt	For
4	Re-elect Ken Hydon as a Director	Mgmt	For
5	Re-elect Tim Mason as a Director	Mgmt	For
6	Re-elect Lucy Neville-Rolfe, CMG as a Director	Mgmt	For
7	Re-elect David Potts as a Director	Mgmt	For
8	Re-elect David Reid as a Director	Mgmt	For
9	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
10	Approve the remuneration of PricewaterhouseCoopers LLP be determined by the Directors	Mgmt	For

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

- | | | | |
|------|---|------------|---------|
| 11 | <p>Authorize the Directors, in place of the equivalent authority given to the Directors at the last AGM (but without prejudice to the continuing authority of the Directors to allot relevant securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), in accordance with Section 551 of the Companies Act 2006 (the Act) to allot: (i) shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to a maximum aggregate nominal amount of GBP 133,688,202; CONTD..</p> | Mgmt | For |
| CONT | <p>..CONTD and in addition (ii) equity securities of the Company (within the meaning of Section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of GBP 133,688,202, Authority shall expire on the date of the next AGM of the Company after the passing of this resolution ; and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred had not expired</p> | Non-Voting | No vote |
| S.12 | <p>Authorize the Directors, subject to and conditional on the passing of Resolution 11, pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority given by Resolution 11 as if sub-Section 1 of Section 561 of the Act did not apply to any such allotment provided that this power shall be limited: (i) to the allotment of equity securities in connection with an offer of such securities by way of a rights issue (as defined in Resolution 11; and (ii) to the allotment (otherwise than pursuant to sub-Paragraph (i) above) of equity securities up to an aggregate nominal value of GBP 20,053,230; CONTD..</p> | Mgmt | For |
| CONT | <p>..CONTD Authority shall expire on the date of the next AGM of the Company after the passing of this resolution and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired</p> | Non-Voting | No vote |
| S.13 | <p>Authorize the Company, to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of 5p each in the capital of the Company ("Shares") on such terms as the Directors think fit, and where such Shares are held as treasury shares, the Company may use them for the purposes set out in Section 727 of the Act, including for the purpose of its Employee Share Schemes, provided that: a) the maximum number of Shares</p> | Mgmt | For |

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

which may be purchased is 802,129,223 Shares;
 b) the minimum price, exclusive of any expenses,
 which may be paid for each Share is 5p; c)
 the maximum price, exclusive of any expenses,
 which may be paid for each Share is an amount
 equal to the higher of: (i) 105% of the
 average of the middle market quotations
 of a Share as derived from the London Stock
 Exchange CONTD

CONT	<p>CONTD Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilization Regulation 2003; Authority will expire at the close of the next AGM of the Company (except in relation to the purchase of Shares, the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry) ; the Company may make a contract to purchase Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Shares in pursuance of any such contract</p>	Non-Voting	No vote
14	<p>Authorize, in accordance with Section 366 of the Act, the Company and all Companies that are its subsidiaries at any time during the period for which this resolution has effect to: (a) make donations to political parties and/or independent election candidates; (b) make political donations to political organizations, other than political parties; (c) incur political expenditure, during the period beginning with the date of the passing of this resolution and ending on the date of the Company's next AGM, such that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed GBP 100,000 in total</p>	Mgmt	For
15	<p>Authorize the Directors: (a) to renew and continue The Tesco PLC Share Incentive Plan (formerly the Tesco All Employee Share Ownership Plan) (SIP) as summarized in Appendix 1 to this document and to do all acts and things necessary to carry this into effect; and (b) to adopt similar plans for overseas employees subject to such modifications as may be necessary or desirable to take account of overseas tax, exchange controls or securities laws provided that any Ordinary Shares made available under such further plans are treated as counting against any limits on individual or overall participation in the SIP</p>	Mgmt	For
S.16	<p>Amend the Articles of Association of the Company by deleting all the provisions of the Company's Memorandum of Association which,</p>	Mgmt	For

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

by virtue of Section 28 of the Act, are treated as provisions of the Company's Articles of Association; and (ii) the Articles of Association produced to the meeting and signed by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to exclusion of the existing Articles of Association

S.17 Approve a general meeting other than an AGM may be called on not less than 14 clear days' notice Mgmt For

 THE COCA-COLA COMPANY

Agen

Security: 191216100
 Meeting Type: Annual
 Meeting Date: 27-Apr-2011
 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: HOWARD G. BUFFETT	Mgmt	For
1D	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1E	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1F	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1I	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1J	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
1K	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1L	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1M	ELECTION OF DIRECTOR: PETER V. UEERROTH	Mgmt	For
1N	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
1O	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For

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

03	APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE PERFORMANCE INCENTIVE PLAN OF THE COCA-COLA COMPANY TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Mgmt	For
04	APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE COCA-COLA COMPANY 1989 RESTRICTED STOCK AWARD PLAN TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY VOTE)	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE SAY ON PAY VOTE	Mgmt	1 Year
07	SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A	Shr	Against

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104
Meeting Type: Annual
Meeting Date: 06-May-2011
Ticker: GS
ISIN: US38141G1040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. BRYAN	Mgmt	For
1C	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E	ELECTION OF DIRECTOR: STEPHEN FRIEDMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1H	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1I	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION MATTERS (SAY ON PAY)	Mgmt	Against
03	ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY	Mgmt	1 Year
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2011 FISCAL YEAR	Mgmt	For

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

05	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS	Shr	For
07	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING A REPORT ON SENIOR EXECUTIVE COMPENSATION	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING A REPORT ON CLIMATE CHANGE RISK DISCLOSURE	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS	Shr	Against

 THE HOME DEPOT, INC.

Agen

Security: 437076102
 Meeting Type: Annual
 Meeting Date: 02-Jun-2011
 Ticker: HD
 ISIN: US4370761029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1C	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1D	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1E	ELECTION OF DIRECTOR: J. FRANK BROWN	Mgmt	For
1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1J	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	COMPANY PROPOSAL TO IMPLEMENT SHAREHOLDER ABILITY	Mgmt	For

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

TO ACT BY WRITTEN CONSENT (APPROVAL OF AMENDED
AND RESTATED CERTIFICATE OF INCORPORATION)

06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING ELECTIONEERING POLICIES AND CONTRIBUTIONS	Shr	Against

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105
Meeting Type: Annual
Meeting Date: 26-Apr-2011
Ticker: PNC
ISIN: US6934751057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	Against
1F	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1G	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1J	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1K	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1N	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT	Mgmt	For

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

REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.

03	APPROVAL OF 2006 INCENTIVE AWARD PLAN TERMS.	Mgmt	For
04	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109
 Meeting Type: Annual
 Meeting Date: 12-Oct-2010
 Ticker: PG
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ANGELA F. BRALY	Mgmt	For
1B	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1F	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1H	ELECTION OF DIRECTOR: MARY A. WILDEROTTER	Mgmt	For
1I	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1J	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL - CUMULATIVE VOTING	Shr	Against

TOTAL S A

Agen

Security: F92124100
 Meeting Type: MIX
 Meeting Date: 13-May-2011
 Ticker:
 ISIN: FR0000120271

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

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 789278 DUE TO ADDITION OF A RESOLUTION. 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
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: https://balo.journal-officiel.gouv.fr/pdf/2011/0225/201102251100452.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101217.pdf	Non-Voting	No vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
0.1	Approval of the financial statements of the Company	Mgmt	For
0.2	Approval of the consolidated financial statements	Mgmt	For
0.3	Allocation of income and setting the dividend	Mgmt	For
0.4	Agreements pursuant to Article L. 225-38 of the Commercial Code	Mgmt	For
0.5	Authorization to the Board of Directors to trade the Company's shares	Mgmt	For
0.6	Renewal of Mrs. Patricia Barbizet's term as Board member	Mgmt	Against
0.7	Renewal of Mr. Paul Desmarais Jr.'s term as Board member	Mgmt	Against
0.8	Renewal of Mr. Claude Mandil's term as Board member	Mgmt	For
0.9	Appointment of Mrs. Marie-Christine Coisne as Board member	Mgmt	For
0.10	Appointment of Mrs. Barbara Kux as Board member	Mgmt	For

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

E.11	Authorization to award free shares of the Company to employees of the Group as well as to executive directors of the Company or group companies	Mgmt	For
A	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: To approve amendment of article 9 of the articles of association to include a provision concerning the publication, on the company website, of the crossing of statutory thresholds received by the company under this article 9 of the company's articles of association	Shr	Against

 UBS AG, ZUERICH UND BASEL

Agen

Security: H89231338
 Meeting Type: AGM
 Meeting Date: 28-Apr-2011
 Ticker:
 ISIN: CH0024899483

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 729362, 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
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	No vote
1.1	Approval of annual report and Group and Parent Bank accounts	Mgmt	No vote
1.2	Advisory vote on the compensation report 2010	Mgmt	No vote
2	Appropriation of retained earnings	Mgmt	No vote
3	Discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2010	Mgmt	No vote
4.1.1	Reelection of a member of the Board of Directors : Kaspar Villiger	Mgmt	No vote

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

4.1.2	Reelection of a member of the Board of Directors : Michel Demare	Mgmt	No vote
4.1.3	Reelection of a member of the Board of Directors : David Sidwell	Mgmt	No vote
4.1.4	Reelection of a member of the Board of Directors : Rainer-Marc Frey	Mgmt	No vote
4.1.5	Reelection of a member of the Board of Directors : Bruno Gehrig	Mgmt	No vote
4.1.6	Reelection of a member of the Board of Directors : Ann F. Godbehere	Mgmt	No vote
4.1.7	Reelection of a member of the Board of Directors : Axel P. Lehmann	Mgmt	No vote
4.1.8	Reelection of a member of the Board of Directors : Wolfgang Mayrhuber	Mgmt	No vote
4.1.9	Reelection of a member of the Board of Directors : Helmut Panke	Mgmt	No vote
4.1.10	Reelection of a member of the Board of Directors : William G. Parrett	Mgmt	No vote
4.2	Election of Joseph Yam to the Board of Directors	Mgmt	No vote
4.3	Reelection of the auditors, Ernst & Young Ltd., Basel	Mgmt	No vote

UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271
Meeting Type: AGM
Meeting Date: 08-Oct-2010
Ticker:
ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU	Non-Voting	No vote
CMMT	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU	Non-Voting	No vote
1	Opening and announcements	Non-Voting	No vote
2	Report and annual accounts for the period 01 JUL 2009 - 30 JUN 2010	Non-Voting	No vote

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

3	Composition board	Non-Voting	No vote
4	Recent legislative changes registration date and convocation period	Non-Voting	No vote
5	Any other business	Non-Voting	No vote
6	End	Non-Voting	No vote

UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271
Meeting Type: AGM
Meeting Date: 12-May-2011
Ticker:
ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU	Non-Voting	No vote
2	To adopt the Annual Accounts and appropriation of the profit for the 2010 financial year	Mgmt	For
3	To discharge the Executive Directors in office in the 2010 financial year for the fulfillment of their task	Mgmt	For
4	To discharge the Non-Executive Directors in office in the 2010 financial year for the fulfillment of their task	Mgmt	For
5	To re-appoint Mr. P G J M Polman as an Executive Director	Mgmt	For
6	To re-appoint Mr. R J-M S Huet as an Executive Director	Mgmt	For
7	To re-appoint Professor L O Fresco as a Non-Executive Director	Mgmt	For
8	To re-appoint Ms. A M Fudge as a Non-Executive Director	Mgmt	For
9	To re-appoint Mr. C E Golden as a Non-Executive Director	Mgmt	For
10	To re-appoint Dr. B E Grote as a Non-Executive Director	Mgmt	For
11	To re-appoint Ms. H Nyasulu as a Non-Executive Director	Mgmt	For

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

12	To re-appoint The Rt. Hon Sir Malcolm Rifkind MP as a Non-Executive Director	Mgmt	For
13	To re-appoint Mr. K J Storm as a Non-Executive Director	Mgmt	For
14	To re-appoint Mr. M Treschow as a Non-Executive Director	Mgmt	For
15	To re-appoint Mr. P S Walsh as a Non-Executive Director	Mgmt	For
16	To appoint Mr. S Bharti Mittal as a Non-Executive Director	Mgmt	For
17	To authorise the Board of Directors to purchase ordinary shares and depositary receipts thereof in the share capital of the Company	Mgmt	For
18	To reduce the capital with respect to shares and depositary receipts thereof held by the Company in its own share capital	Mgmt	For
19	To designate the Board of Directors as the company body authorised to issue shares in the Company	Mgmt	For
20	To appoint PricewaterhouseCoopers Accountants N.V. as auditors for the 2011 financial year	Mgmt	For

 UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109
 Meeting Type: Annual
 Meeting Date: 13-Apr-2011
 Ticker: UTX
 ISIN: US9130171096

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LOUIS R. CHENEVERT	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1C	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: CHARLES R. LEE	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	For
1I	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For

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

1J	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1K	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1L	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1M	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
02	APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR	Mgmt	For
03	APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN	Mgmt	For
04	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	For
05	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	1 Year
06	SHAREOWNER PROPOSAL CONCERNING ADDITIONAL SHARE RETENTION REQUIREMENT FOR SENIOR EXECUTIVES	Shr	For

UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102
Meeting Type: Annual
Meeting Date: 23-May-2011
Ticker: UNH
ISIN: US91324P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD T. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Mgmt	For
1D	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Mgmt	For
1E	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
1F	ELECTION OF DIRECTOR: RODGER A. LAWSON	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1I	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
02	APPROVAL, BY A NON-BINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For

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

03	RECOMMENDATION, BY A NON-BINDING ADVISORY VOTE, OF THE FREQUENCY OF HOLDING A SAY-ON-PAY VOTE.	Mgmt	1 Year
04	APPROVAL OF THE UNITEDHEALTH GROUP 2011 INCENTIVE STOCK PLAN.	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO THE UNITEDHEALTH GROUP 1993 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE THEREUNDER.	Mgmt	For
06	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

VARIAN MEDICAL SYSTEMS, INC.

Agen

Security: 92220P105
Meeting Type: Annual
Meeting Date: 10-Feb-2011
Ticker: VAR
ISIN: US92220P1057

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SUSAN L. BOSTROM RICHARD M. LEVY VENKATRAMAN THYAGARAJAN	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
03	TO HOLD AN ADVISORY VOTE OF STOCKHOLDERS ON THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AT A FREQUENCY OF.	Mgmt	1 Year
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Mgmt	For

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
Meeting Type: Annual
Meeting Date: 05-May-2011
Ticker: VZ

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

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: LOWELL C. MCADAM	Mgmt	For
1E	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1F	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	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: RODNEY E. SLATER	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	DISCLOSE PRIOR GOVERNMENT SERVICE	Shr	Against
06	PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS	Shr	For
07	CUMULATIVE VOTING	Shr	Against
08	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For

VIVENDI SA

Agen

Security: F97982106
 Meeting Type: MIX
 Meeting Date: 21-Apr-2011
 Ticker:
 ISIN: FR0000127771

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

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

CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	No vote
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	No vote
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100553.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2011/0330/201103301100972.pdf	Non-Voting	No vote
0.1	Approval of the reports and annual financial statements for the financial year 2010	Mgmt	For
0.2	Approval of the reports and consolidated financial statements for the financial year 2010	Mgmt	For
0.3	Approval of the Statutory Auditors' special report on new regulated Agreements and Undertakings concluded during the financial year 2010	Mgmt	For
0.4	Allocation of income for the financial year 2010, setting the dividend and the date of payment	Mgmt	For
0.5	Renewal of Mr. Jean-Yves Charlier's term as Supervisory Board member	Mgmt	For
0.6	Renewal of Mr. Henri Lachmann's term as Supervisory Board member	Mgmt	For
0.7	Renewal of Mr. Pierre Rodocanachi's term as Supervisory Board member	Mgmt	For
0.8	Appointment of the company KPMG SA as principal statutory auditor	Mgmt	For
0.9	Appointment of the company KPMG Audit Is SAS as deputy statutory auditor	Mgmt	For
0.10	Authorization to be granted to the Executive Board to allow the Company to purchase its own shares	Mgmt	For
E.11	Authorization to be granted to the Executive Board to reduce the share capital by	Mgmt	For

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

	cancellation of shares		
E.12	Authorization to be granted to the Executive Board to grant options to subscribe for shares of the Company	Mgmt	For
E.13	Authorization to be granted to the Executive Board to carry out the allocation of performance shares existing or to be issued	Mgmt	For
E.14	Delegation granted to the Executive Board to increase capital by issuing ordinary shares or any securities giving access to the capital with preferential subscription rights of shareholders	Mgmt	For
E.15	Delegation granted to the Executive Board to increase capital by issuing ordinary shares or any securities giving access to the capital without preferential subscription rights of shareholders	Mgmt	For
E.16	Authorization to be granted to the Executive Board to increase the number of issuable securities in the event of surplus demand with a capital increase with or without preferential subscription rights, within the limit of 15% of the original issuance and within the limits set under the fourteenth and fifteenth resolutions	Mgmt	For
E.17	Delegation granted to the Executive Board to increase the share capital, within the limit of 10% of the capital and within the limits set under the fourteenth and fifteenth resolutions, in consideration for in-kind contributions of equity securities or securities giving access to the capital of third party companies outside of a public exchange offer	Mgmt	For
E.18	Delegation granted to the Executive Board to increase the share capital in favor of employees and retired employees participating in the Group Savings Plan	Mgmt	For
E.19	Delegation granted to the Executive Board to decide to increase the share capital in favor of employees of Vivendi foreign subsidiaries participating in the Group Savings Plan and to implement any similar plan	Mgmt	For
E.20	Delegation granted to the Executive Board to increase the capital by incorporation of premiums, reserves, profits or other amounts	Mgmt	For
E.21	Amendment of Article 10 of the Statutes "Organizing the Supervisory Board", by adding a new 6th paragraph: Censors	Mgmt	For
E.22	Powers to accomplish the formalities	Mgmt	For

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

VODAFONE GROUP PLC, NEWBURY BERKSHIRE

Agen

Security: G93882135
 Meeting Type: AGM
 Meeting Date: 27-Jul-2010
 Ticker:
 ISIN: GB00B16GWD56

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receive the Company's accounts and reports of the Directors and the Auditor for the YE 31 MAR 2010	Mgmt	For
2	Re-elect Sir John Bond as a Director	Mgmt	For
3	Re-elect John Buchanan as a Director	Mgmt	For
4	Re-elect Vittorio Colao as a Director	Mgmt	For
5	Re-elect Michel Combes as a Director	Mgmt	For
6	Re-elect Andy Halford as a Director	Mgmt	For
7	Re-elect Stephen Pusey as a Director	Mgmt	For
8	Re-elect Alan Jebson as a Director	Mgmt	For
9	Re-elect Samuel Jonah as a Director	Mgmt	For
10	Re-elect Nick Land as a Director	Mgmt	For
11	Re-elect Anne Lauvergeon as a Director	Mgmt	For
12	Re-elect Luc Vandeveld as a Director	Mgmt	For
13	Re-elect Anthony Watson as a Director	Mgmt	For
14	Re-elect Philip Yea as a Director	Mgmt	For
15	Approve a final dividend of 5.65p per ordinary share	Mgmt	For
16	Approve the remuneration report	Mgmt	For
17	Re-appoint Deloitte LLP as the Auditors	Mgmt	For
18	Authorize the Audit Committee to determine the remuneration of the Auditors	Mgmt	For
19	Authorize the Directors to allot shares	Mgmt	For
S.20	Authorize the Directors to dis-apply pre-emption rights	Mgmt	For
S.21	Authorize the Company to purchase its own shares [Section 701, (Companies Act 2006)]	Mgmt	For

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

S.22	Adopt new Articles of Association	Mgmt	For
S.23	Authorize the calling of a general meeting other than an AGM on not less than 14 clear days' notice	Mgmt	For
24	Approve the continued operation of the Vodafone Share Incentive Plan	Mgmt	For

VOLKSWAGEN A G

Agen

Security: D94523103
Meeting Type: AGM
Meeting Date: 03-May-2011
Ticker:
ISIN: DE0007664039

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT VOTING INSTRUCTIONS HAVE TO BE RECEIVED IN WRITTEN FORM FOR VOTING RIGHTS TO BE EXERCISED AT THIS MEETING. IF YOU WISH TO VOTE, PLEASE EMAIL GERMANMARKET.QUERIES@BROADRIDGE.COM TO REQUEST THE NECESSARY FORMS. WHEN REQUESTING FORMS, PLEASE STATE YOUR PROXYEDGE INSTITUTION ID TO MAKE SURE YOU RECEIVE THE CORRECT DOCUMENTATION FOR YOUR ACCOUNTS. IF YOU ONLY WANT TO VOTE A SUBSET OF YOUR ACCOUNTS, PLEASE LIST ALL ACCOUNTS TO BE VOTED IN ADDITION TO YOUR PROXYEDGE ID. VOTES INPUT INTO PROXYEDGE WILL BE RECORDED FOR RECORD KEEPING PURPOSES BUT WILL NOT BE PROCESSED. PLEASE NOTE THAT THE ORIGINAL COMPLETED PROXY FORM MUST BE RETURNED TO THE RESPECTIVE SUB CUSTODIAN BY THE DEADLINE AS INDICATED ON THE PROXY FORM. PLEASE NOTE THAT THE VOTE ENTITLEMENT IS DETERMINED BY THE RECORD DATE. PLEASE NOTE THAT BROADRIDGE WILL PROVIDE THE PROXY FORMS VIA EMAIL AS EARLY AS RECORD DATE, 12.04.2011, TO ENABLE YOU TO LIST ONLY THE VOTE ENTITLED SHARE AMOUNT ON THE PROXY FORM.	Non-Voting	No vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT	Non-Voting	No vote

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

OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.

PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 12.04.2011, 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

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 18.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO 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 DIRECTLY AT THE COMPANY'S MEETING.

Non-Voting No vote

PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD. THANK YOU.

Non-Voting No vote

- | | | | |
|-----|--|------------|---------|
| 1. | Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report and the Group management report for the year ended December 31, 2010, together with the Report by the Supervisory Board on fiscal year 2010 as well as the explanatory report by the Board of Management on the information in accordance with sections 289(4) and 315(4) of the Handelsgesetzbuch (HGB German Commercial Code) and the report in accordance with section 289(5) of the HGB | Non-Voting | No vote |
| 2. | Resolution on the appropriation of net profit of Volkswagen Aktiengesellschaft | Non-Voting | No vote |
| 3.1 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Martin Winterkorn | Non-Voting | No vote |
| 3.2 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Francisco Javier Garcia Sanz | Non-Voting | No vote |
| 3.3 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Jochem Heizmann | Non-Voting | No vote |
| 3.4 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Christian Klingler | Non-Voting | No vote |
| 3.5 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Michael Macht (as of 01.10.2010) | Non-Voting | No vote |
| 3.6 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Horst Neumann | Non-Voting | No vote |

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

3.7	Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Hans Dieter Poetsch	Non-Voting	No vote
3.8	Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Rupert Stadler	Non-Voting	No vote
4.1	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Ferdinand K. Piech	Non-Voting	No vote
4.2	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Berthold Huber (as of 25.05.2010)	Non-Voting	No vote
4.3	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hussain Ali Al-Abdulla (as of 22.04.2010)	Non-Voting	No vote
4.4	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Joerg Bode	Non-Voting	No vote
4.5	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Michael Frenzel	Non-Voting	No vote
4.6	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Babette Froehlich	Non-Voting	No vote
4.7	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hans Michael Gaul	Non-Voting	No vote
4.8	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Juergen Gro mann	Non-Voting	No vote
4.9	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Peter Jacobs	Non-Voting	No vote
4.10	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: David McAllister (as of 01.07.2010)	Non-Voting	No vote
4.11	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hartmut Meine	Non-Voting	No vote
4.12	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Peter Mosch	Non-Voting	No vote
4.13	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Roland Oetker (up to 22.04.2010)	Non-Voting	No vote
4.14	Resolution on formal approval of the actions	Non-Voting	No vote

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

	of the members of the Supervisory Board for fiscal year 2010: Bernd Osterloh		
4.15	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Juergen Peters (up to 01.05.2010)	Non-Voting	No vote
4.16	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hans Michel Piech	Non-Voting	No vote
4.17	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Ferdinand Oliver Porsche	Non-Voting	No vote
4.18	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Wolfgang Porsche	Non-Voting	No vote
4.19	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Wolfgang Ritmeier	Non-Voting	No vote
4.20	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Heinrich Soefjer (up to 15.05.2010)	Non-Voting	No vote
4.21	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Juergen Stumpf	Non-Voting	No vote
4.22	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Bernd Wehlauer	Non-Voting	No vote
4.23	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Christian Wulff (up to 30.06.2010)	Non-Voting	No vote
4.24	Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Thomas Zwiebler (as of 15.05.2010)	Non-Voting	No vote
5.1	Election of members of the Supervisory Board: Ms Annika Falkengren	Non-Voting	No vote
5.2	Election of members of the Supervisory Board: Mr Khalifa Jassim Al-Kuwari	Non-Voting	No vote
6.	Resolution on the creation of authorized capital and the corresponding amendment to the Articles of Association	Non-Voting	No vote
7.	Resolution on the authorization to purchase and utilize own shares	Non-Voting	No vote
8.	Resolution on the approval of intercompany agreement	Non-Voting	No vote
9.	Amendment to the Articles of Association	Non-Voting	No vote
10.	Election of the auditors and Group auditors for fiscal year 2011 as well as of the auditors	Non-Voting	No vote

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

to review the condensed consolidated financial statements and interim management report for the first six months of 2011

WAL-MART STORES, INC.

Agen

Security: 931142103
Meeting Type: Annual
Meeting Date: 03-Jun-2011
Ticker: WMT
ISIN: US9311421039

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Mgmt	For
1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Mgmt	For
1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Mgmt	For
1I	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Mgmt	For
1M	ELECTION OF DIRECTOR: S.ROBSON WALTON	Mgmt	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	POLITICAL CONTRIBUTIONS REPORT	Shr	Against

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

07	SPECIAL SHAREOWNER MEETINGS	Shr	For
08	REQUIRE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT	Shr	Against
09	CLIMATE CHANGE RISK DISCLOSURE	Shr	Against

WELLS FARGO & COMPANY

Agen

Security: 949746101
 Meeting Type: Annual
 Meeting Date: 03-May-2011
 Ticker: WFC
 ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1G	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	For
1H	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1J	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1K	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1L	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1N	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.	Mgmt	For
03	ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING NAMED EXECUTIVES' COMPENSATION.	Mgmt	1 Year
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING AN AMENDMENT	Shr	For

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

TO THE COMPANY'S BY-LAWS TO ALLOW HOLDERS OF
10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL
MEETINGS OF STOCKHOLDERS.

06	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Shr	Against
07	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
08	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON DIRECTOR COMPENSATION.	Shr	Against
09	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.	Shr	For

* 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/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/17/2011