

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

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX  
August 30, 2010

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: 811-22044

NAME OF REGISTRANT: Eaton Vance Risk-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: 12/31

DATE OF REPORTING PERIOD: 07/01/2009 - 06/30/2010

Eaton Vance Risk-Managed Diversified Equity Income Fund

-----  
ABBOTT LABORATORIES

Agen

-----  
Security: 002824100  
Meeting Type: Annual  
Meeting Date: 23-Apr-2010  
Ticker: ABT  
ISIN: US0028241000  
-----

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

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

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

---

ACCENTURE LTD

Agen

Security: G1150G111  
 Meeting Type: Special  
 Meeting Date: 05-Aug-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A AS IT APPLIES TO THE CLASS A COMMON SHAREHOLDERS.	Mgmt	For
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE ACCENTURE LTD CLASS A COMMON SHAREHOLDER CLASS MEETING.	Mgmt	For
03	IF THE SCHEME OF ARRANGEMENT IS APPROVED, APPROVAL OF THE ESTABLISHMENT OF DISTRIBUTABLE RESERVES OF ACCENTURE PLC (THROUGH THE REDUCTION OF ITS SHARE PREMIUM ACCOUNT) THAT WAS PREVIOUSLY APPROVED BY ACCENTURE LTD AND THE OTHER CURRENT SHAREHOLDERS OF ACCENTURE PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT).	Mgmt	For
04	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE PROPOSAL AT THE TIME OF THE SPECIAL GENERAL MEETING.	Mgmt	For

---

AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: AMZN

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

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	Against
1E	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1G	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	Against
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL CALLING FOR THE COMPANY TO MAKE CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: AEP  
 ISIN: US0255371017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.R. BROOKS	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD M. CARLTON	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES F. CORDES	Mgmt	For
1D	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: LESTER A. HUDSON, JR	Mgmt	For
1H	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1I	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For

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

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
02	APPROVE AMENDMENTS TO THE AMERICAN ELECTRIC POWER SYSTEM LONG-TERM INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----

AMERICAN EXPRESS COMPANY

-----

Agen

Security: 025816109  
Meeting Type: Annual  
Meeting Date: 26-Apr-2010  
Ticker: AXP  
ISIN: US0258161092

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN J. LESCHLY R.C. LEVIN R.A. MCGINN E.D. MILLER S.S REINEMUND R.D. WALTER R.A. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
04	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
05	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shr	For
06	SHAREHOLDER PROPOSAL RELATING TO SHARE RETENTION REQUIREMENTS FOR EXECUTIVES.	Shr	For

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

-----  
 AMERICAN TOWER CORPORATION

Agen

Security: 029912201  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 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	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For

-----  
 AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: AMGN  
 ISIN: US0311621009  
 -----

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

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

1F	ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON	Mgmt	For
1H	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Mgmt	For
1I	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Mgmt	For
1J	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Mgmt	For
1K	ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)	Mgmt	For
1L	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Mgmt	For
1M	ELECTION OF DIRECTOR: MR. KEVIN W. SHARER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2010	Mgmt	For
3A	STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #1 (SHAREHOLDER ACTION BY WRITTEN CONSENT)	Shr	For
3B	STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #2 (EQUITY RETENTION POLICY)	Shr	For

---

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
Meeting Type: Annual  
Meeting Date: 18-May-2010  
Ticker: APC  
ISIN: US0325111070

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1B	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.	Shr	Against
04	STOCKHOLDER PROPOSAL - AMENDMENT TO BY-LAWS: REIMBURSEMENT OF PROXY EXPENSES.	Shr	For

---

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

APACHE CORPORATION

Agen

Security: 037411105  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: APA  
 ISIN: US0374111054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: EUGENE C. FIEDOREK	Mgmt	For
02	ELECTION OF DIRECTOR: PATRICIA ALBJERG GRAHAM	Mgmt	For
03	ELECTION OF DIRECTOR: F.H. MERELLI	Mgmt	For
04	RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS.	Mgmt	For

APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2010  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG A.D. LEVINSON, PH.D. JEROME B. YORK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO APPROVE AMENDMENTS TO THE APPLE INC. 2003 EMPLOYEE STOCK PLAN.	Mgmt	For
03	TO APPROVE AMENDMENTS TO THE APPLE INC. 1997 DIRECTOR STOCK OPTION PLAN.	Mgmt	For
04	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010.	Mgmt	For
06	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "SUSTAINABILITY REPORT," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

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

07	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "AMEND CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON SUSTAINABILITY," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
----	---	-----	---------

-----  
ASML HOLDING NV

Agen

Security: N07059178  
Meeting Type: AGM  
Meeting Date: 24-Mar-2010  
Ticker:  
ISIN: NL0006034001  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
-	PLEASE NOTE THAT BLOCKING CONDITIONS FOR VOTING AT THIS GENERAL MEETING ARE RELAXED AS THERE IS A REGISTRATION DEADLINE / RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU.	Non-Voting	No vote
1	Opening	Non-Voting	No vote
2	Overview the Company's business and financial situation	Non-Voting	No vote
3	Approve to discuss the annual report 2009, including ASML'S corporate governance chapter and adoption of the financial statements for the FY 2009, as prepared in accordance with Dutch law	Mgmt	For
4	Grant discharge to the Members of the Board of Management from liability for their responsibilities in the FY 2009	Mgmt	For
5	Grant discharge to the Members of the Supervisory Board from liability for their responsibilities in the FY 2009	Mgmt	For
6	Clarification of the reserves and dividend policy	Non-Voting	No vote
7	Adopt an dividend, of EUR 0.20 per ordinary share of EUR 0.09	Mgmt	For
8.A	Remuneration report 2009	Non-Voting	No vote
8.B	Adopt the update remuneration policy (version 2010) for the Board of Management	Mgmt	For
9.A	Approve the performance share arrangement, including the number of performance shares, for the Board of Management in accordance with the updated remuneration policy for the Board of Management	Mgmt	For
9.B	Approve the number of performance shares for	Mgmt	Against

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

	the Board of Management in accordance with the remuneration policy for the Board Management; (cancelled in case Resolutions 8.b and 9.a are approved)		
9.C	Approve the number of performance stock options for the Board of Management in accordance with remuneration policy for the Board of Management; (cancelled in case Resolutions 8.b and 9.a are approved)	Mgmt	Against
10	Approve the number of stock options, respectively shares, for employees	Mgmt	For
11	Composition of the Board Management; Notification of the intended appointment of Mr. F. Schneider-Maunoury as the Member of the Board of Management	Non-Voting	No vote
12	Update profile of the Supervisory Board	Non-Voting	No vote
13	Composition of the supervisory Board in 2011; Notification that Mr. W.T. Siegle will retire by rotation in 2011; notification that Mr. J.W.B. Westerburgen will retire by rotation in 2011	Non-Voting	No vote
14.A	Authorize the Board of Management for a period of 18 months from 24 MAR 2010, to issue shares or rights to subscribe for shares in the capital of the Company, subject to the approval of the Supervisory Board, limited to 5% of the issued share capital at the time of the authorization	Mgmt	For
14.B	Authorize the Board of Management for a period of 18 months from 24 MAR 2010 to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under 14a., subject to approval of the Supervisory Board	Mgmt	For
14.C	Authorize the Board of Management for a period of 18 months from 24 MAR 2010, to issue shares or rights to subscribe for shares in the capital of the Company, subject to the approval of the Supervisory Board, for an additional 5% of the issued share capital at the time of the authorization, which 5% can only be used in connection with or on the occasion of mergers and/or acquisitions	Mgmt	For
14.D	Authorize the Board of Management for a period of 18 months from 24 MAR 2010, to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under 14c., subject to approval of the Supervisory Board	Mgmt	For
15	Authorize the Board of Management for a period of 18 months from 24 MAR 2010 to acquire,	Mgmt	For

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

subject to the approval of the Supervisory Board, such a number of ordinary shares in the Company's share capital as permitted within the limits of the law and the Articles of Association of the Company, taking into account the possibility to cancel the re-purchased shares, for valuable consideration, on Euronext Amsterdam by NYSE Euronext ("Euronext Amsterdam") or the Nasdaq Stock Market LLC ("Nasdaq"), or otherwise, at a price between, on the one hand, an amount equal to the nominal value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on Euronext Amsterdam or Nasdaq; 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 or as reported on Nasdaq

16	Approve to cancel ordinary shares in the share capital of the Company repurchased by the Company, the number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of 24 MAR 2010	Mgmt	For
17	Approve to cancel additional ordinary shares in the share capital of the Company to be proposal to be repurchased by the Company following the cancellation of the ordinary shares under item 16, the number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of 24 MAR 2010, reduced with the number of ordinary shares cancelled pursuant to item 16	Mgmt	For
18	Transact other business	Non-Voting	No vote
19	Closing	Non-Voting	No vote

-----  
 AT&T INC.

Agent

-----  
 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2010  
 Ticker: T  
 ISIN: US00206R1023  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For

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

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: LAURA D'ANDREA TYSON	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	CUMULATIVE VOTING.	Shr	Against
04	PENSION CREDIT POLICY.	Shr	For
05	ADVISORY VOTE ON COMPENSATION.	Shr	For
06	SPECIAL STOCKHOLDER MEETINGS.	Shr	For

-----  
AVALONBAY COMMUNITIES, INC.

-----  
Agen

Security: 053484101  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: AVB  
ISIN: US0534841012  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BRYCE BLAIR BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

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

-----  
 AVON PRODUCTS, INC. Agen  
 -----

Security: 054303102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: AVP  
 ISIN: US0543031027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR W. DON CORNWELL V. ANN HAILEY FRED HASSAN ANDREA JUNG MARIA ELENA LAGOMASINO ANN S. MOORE PAUL S. PRESSLER GARY M. RODKIN PAULA STERN LAWRENCE A. WEINBACH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3	APPROVAL OF 2010 STOCK INCENTIVE PLAN.	Mgmt	For

-----  
 BANK OF AMERICA CORPORATION Agen  
 -----

Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 23-Feb-2010  
 Ticker: BAC  
 ISIN: US0605051046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA CORPORATION AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 10 BILLION TO 11.3 BILLION.	Mgmt	For
02	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL SET FORTH IN ITEM 1.	Mgmt	For

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

-----  
 BANK OF AMERICA CORPORATION  
 -----

Agen

Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: BAC  
 ISIN: US0605051046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN S. BIES	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM P. BOARDMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1D	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Mgmt	For
1E	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1F	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: D. PAUL JONES, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1I	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1J	ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD E. POWELL	Mgmt	For
1L	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Mgmt	For
1M	ELECTION OF DIRECTOR: ROBERT W. SCULLY	Mgmt	For
02	A PROPOSAL TO RATIFY THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010	Mgmt	For
03	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 11.3 BILLION TO 12.8 BILLION	Mgmt	For
04	AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
05	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN	Mgmt	For
06	STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT	Shr	Against
07	STOCKHOLDER PROPOSAL - NON-DEDUCTIBLE PAY	Shr	For

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

08	STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS	Shr	For
09	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
10	STOCKHOLDER PROPOSAL - SUCCESSION PLANNING	Shr	For
11	STOCKHOLDER PROPOSAL - DERIVATIVES TRADING	Shr	For
12	STOCKHOLDER PROPOSAL - RECOUP INCENTIVE COMPENSATION	Shr	For

-----  
 BAXTER INTERNATIONAL INC.

Agen

-----  
 Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: BAX  
 ISIN: US0718131099  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BLAKE E. DEVITT	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN D. FORSYTH	Mgmt	For
1C	ELECTION OF DIRECTOR: GAIL D. FOSLER	Mgmt	For
1D	ELECTION OF DIRECTOR: CAROLE J. SHAPAZIAN	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTING.	Shr	For

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

Agen

-----  
 Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2010  
 Ticker: BBY  
 ISIN: US0865161014  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LISA M. CAPUTO	Mgmt	For
	BRIAN J. DUNN	Mgmt	For
	KATHY J. HIGGINS VICTOR	Mgmt	For

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

	ROGELIO M. REBOLLEDO	Mgmt	For
	GERARD R. VITTECOQ	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 26, 2011.	Mgmt	For

-----

BHP BILLITON LIMITED

-----

Agen

Security: 088606108  
Meeting Type: Annual  
Meeting Date: 26-Nov-2009  
Ticker: BHP  
ISIN: US0886061086

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE 2009 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
02	TO RE-ELECT MR CARLOS CORDEIRO 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 THE HON E GAIL DE PLANQUE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
05	TO RE-ELECT MR MARIUS KLOPPERS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
06	TO RE-ELECT MR DON ARGUS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
07	TO ELECT MR WAYNE MURDY AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
08	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Mgmt	For
09	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Mgmt	For
10	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC	Mgmt	For
11	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Mgmt	For
12A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 30 APRIL 2010	Mgmt	For

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

12B	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 17 JUNE 2010	Mgmt	For
12C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 15 SEPTEMBER 2010	Mgmt	For
12D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 11 NOVEMBER 2010	Mgmt	For
13	TO APPROVE THE 2009 REMUNERATION REPORT	Mgmt	For
14	TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Mgmt	For

---

BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: BXP  
 ISIN: US1011211018

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR MORTIMER B. ZUCKERMAN CAROL B. EINIGER DR. JACOB A. FRENKEL	Mgmt Mgmt Mgmt	For For For
2	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION RELATING TO THE ELECTION OF DIRECTORS.	Mgmt	For
3	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
4	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
5	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

---

BOSTON SCIENTIFIC CORPORATION

Agen

Security: 101137107

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

Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: BSX  
 ISIN: US1011371077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Mgmt	For
1B	ELECTION OF DIRECTOR: KATHARINE T. BARTLETT	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. BYRNES	Mgmt	For
1D	ELECTION OF DIRECTOR: NELDA J. CONNORS	Mgmt	For
1E	ELECTION OF DIRECTOR: J. RAYMOND ELLIOTT	Mgmt	For
1F	ELECTION OF DIRECTOR: MARYE ANNE FOX	Mgmt	For
1G	ELECTION OF DIRECTOR: RAY J. GROVES	Mgmt	Abstain
1H	ELECTION OF DIRECTOR: ERNEST MARIO	Mgmt	Abstain
1I	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Mgmt	For
1K	ELECTION OF DIRECTOR: UWE E. REINHARDT	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
02	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS BOSTON SCIENTIFIC CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Mgmt	Against

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: BMY  
 ISIN: US1101221083

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For

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

1D	ELECTION OF DIRECTOR: L.J. FREEH	Mgmt	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Mgmt	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SPECIAL STOCKHOLDER MEETINGS.	Mgmt	For
04	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISION - COMMON STOCK.	Mgmt	For
05	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISIONS - PREFERRED STOCK.	Mgmt	For
06	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	Against
07	SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shr	For
08	REPORT ON ANIMAL USE.	Shr	Against

-----  
CARNIVAL CORPORATION

Agen

-----  
Security: 143658300  
Meeting Type: Annual  
Meeting Date: 13-Apr-2010  
Ticker: CCL  
ISIN: PA1436583006  
-----

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

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

04	TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
05	TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
06	TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
07	TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
08	TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
09	TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
10	TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
11	TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
12	TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
13	TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
14	TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF 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, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).	Mgmt	For
18	TO APPROVE THE DIRECTORS' REMUNERATION REPORT OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS	Mgmt	For

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

APPLICABLE TO UK COMPANIES).

19	TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).	Mgmt	For
20	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).	Mgmt	For
21	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES DESIRING TO IMPLEMENT SHARE BUY BACK PROGRAMS).	Mgmt	For
22	TO CONSIDER A SHAREHOLDER PROPOSAL.	Shr	Against

-----  
 CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 16-Jun-2010  
 Ticker: CELG  
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SOL J. BARER, PH.D. ROBERT J. HUGIN MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. WALTER L. ROBB, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

-----  
 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 Ticker: CVX  
 ISIN: US1667641005

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Mgmt	For
1B	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1D	ELECTION OF DIRECTOR: R.J. EATON	Mgmt	For
1E	ELECTION OF DIRECTOR: C. HAGEL	Mgmt	For
1F	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1G	ELECTION OF DIRECTOR: F.G. JENIFER	Mgmt	For
1H	ELECTION OF DIRECTOR: G.L. KIRKLAND	Mgmt	For
1I	ELECTION OF DIRECTOR: S. NUNN	Mgmt	For
1J	ELECTION OF DIRECTOR: D.B. RICE	Mgmt	For
1K	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1L	ELECTION OF DIRECTOR: C.R. SHOEMATE	Mgmt	For
1M	ELECTION OF DIRECTOR: J.G. STUMPF	Mgmt	For
1N	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1O	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1P	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMENDMENT TO CHEVRON'S BY-LAWS TO REDUCE THE PERCENTAGE OF STOCKHOLDINGS REQUIRED FOR STOCKHOLDERS TO CALL FOR SPECIAL MEETINGS	Mgmt	For
04	APPOINTMENT OF AN INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	For
05	HOLDING EQUITY-BASED COMPENSATION THROUGH RETIREMENT	Shr	For
06	DISCLOSURE OF PAYMENTS TO HOST GOVERNMENTS	Shr	Against
07	GUIDELINES FOR COUNTRY SELECTION	Shr	Against
08	FINANCIAL RISKS FROM CLIMATE CHANGE	Shr	Against
09	HUMAN RIGHTS COMMITTEE	Shr	Against

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

-----  
 Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: CL  
 ISIN: US1941621039  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1B	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1D	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID W. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1H	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CHARITABLE CONTRIBUTIONS.	Shr	Against
05	STOCKHOLDER PROPOSAL ON SPECIAL STOCKHOLDER MEETINGS.	Shr	For

-----  
 CORNING INCORPORATED

Agen

-----  
 Security: 219350105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2010  
 Ticker: GLW  
 ISIN: US2193501051  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For

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

1C	ELECTION OF DIRECTOR: WILLIAM D. SMITHBURG	Mgmt	For
1D	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
1E	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
02	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	APPROVAL OF THE 2010 VARIABLE COMPENSATION PLAN.	Mgmt	For
04	APPROVAL OF THE 2010 EQUITY PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
05	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
06	SHAREHOLDER PROPOSAL CONCERNING VOTING.	Shr	For

-----  
 COVIDIEN PLC

Agen

Security: G2554F105  
 Meeting Type: Annual  
 Meeting Date: 16-Mar-2010  
 Ticker: COV  
 ISIN: IE00B3QN1M21

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE AND CONSIDER THE COMPANY'S IRISH STATUTORY ACCOUNTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.	Mgmt	For
2A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
2B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
2C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
2D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
2E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
2F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Mgmt	For
2G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
2H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Mgmt	Abstain
2I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
2J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Mgmt	For
2K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For

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

03	TO APPOINT INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
04	TO AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5	TO AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY SHARES. (SPECIAL RESOLUTION)	Mgmt	For

-----  
 CSX CORPORATION

Agen

Security: 126408103  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: CSX  
 ISIN: US1264081035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: D.M. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: A. BEHRING	Mgmt	For
1C	ELECTION OF DIRECTOR: SEN. J.B. BREAUX	Mgmt	For
1D	ELECTION OF DIRECTOR: S.T. HALVERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: E.J. KELLY, III	Mgmt	For
1F	ELECTION OF DIRECTOR: G.H. LAMPHERE	Mgmt	For
1G	ELECTION OF DIRECTOR: J.D. MCPHERSON	Mgmt	For
1H	ELECTION OF DIRECTOR: T.T. O'TOOLE	Mgmt	For
1I	ELECTION OF DIRECTOR: D.M. RATCLIFFE	Mgmt	For
1J	ELECTION OF DIRECTOR: D.J. SHEPARD	Mgmt	For
1K	ELECTION OF DIRECTOR: M.J. WARD	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010	Mgmt	For
03	THE APPROVAL OF THE 2010 CSX STOCK AND INCENTIVE AWARD PLAN	Mgmt	For

-----  
 CVS CAREMARK CORPORATION

Agen

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

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: CVS  
 ISIN: US1266501006

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS	Mgmt	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
2	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR.	Mgmt	For
03	PROPOSAL TO ADOPT THE COMPANY'S 2010 INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	PROPOSAL TO ADOPT AN AMENDMENT TO THE COMPANY'S CHARTER TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING PRINCIPLES TO STOP GLOBAL WARMING.	Shr	Against

DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: DHR

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

ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN G. SPOON	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, 2010.	Mgmt	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS TAKE THE STEPS NECESSARY TO DECLASSIFY THE BOARD OF DIRECTORS WITHIN ONE YEAR, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

DEERE & COMPANY

Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 24-Feb-2010  
 Ticker: DE  
 ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
02	COMPANY PROPOSAL #1 - AMEND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS	Mgmt	For
03	COMPANY PROPOSAL #2 - AMEND THE JOHN DEERE OMNIBUS EQUITY AND INCENTIVE PLAN	Mgmt	For
04	COMPANY PROPOSAL #3 - RE-APPROVE THE JOHN DEERE SHORT-TERM INCENTIVE BONUS PLAN	Mgmt	For
05	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2010	Mgmt	For
06	STOCKHOLDER PROPOSAL #1 - CEO PAY DISPARITY	Shr	Against
07	STOCKHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE	Shr	For

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

COMPENSATION

08 STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND CHAIRMAN RESPONSIBILITIES Shr For

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 02-Feb-2010  
 Ticker: EMR  
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C.A.H. BOERSIG* C. FERNANDEZ G.* W.J. GALVIN* R.L. STEPHENSON* V.R. LOUCKS, JR.** R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. ANNUAL INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 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	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For

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

	E.E. WHITACRE, JR.	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 52)	Mgmt	For
03	SPECIAL SHAREHOLDER MEETINGS (PAGE 54)	Shr	For
04	INCORPORATE IN NORTH DAKOTA (PAGE 55)	Shr	Against
05	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)	Shr	For
06	AMENDMENT OF EEO POLICY (PAGE 57)	Shr	Against
07	POLICY ON WATER (PAGE 59)	Shr	Against
08	WETLANDS RESTORATION POLICY (PAGE 60)	Shr	Against
09	REPORT ON CANADIAN OIL SANDS (PAGE 62)	Shr	Against
10	REPORT ON NATURAL GAS PRODUCTION (PAGE 64)	Shr	Against
11	REPORT ON ENERGY TECHNOLOGY (PAGE 65)	Shr	Against
12	GREENHOUSE GAS EMISSIONS GOALS (PAGE 67)	Shr	Against
13	PLANNING ASSUMPTIONS (PAGE 69)	Shr	Against

-----  
 FEDEX CORPORATION

Agen

-----  
 Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 28-Sep-2009  
 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: JUDITH L. ESTRIN	Mgmt	For
1D	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1E	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1G	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For
1H	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1I	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For

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

1K	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON EXECUTIVE PAY.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM PRINCIPLES.	Shr	Against

-----  
 FREEPORT-MCMORAN COPPER & GOLD INC.

-----  
 Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: FCX  
 ISIN: US35671D8570  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B. M. RANKIN, JR. STEPHEN H. SIEGELE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3	ADOPTION OF THE AMENDED AND RESTATED 2006 STOCK INCENTIVE PLAN.	Mgmt	For
4	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

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

5 STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY REQUIRING SENIOR EXECUTIVES TO RETAIN SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT. Shr For

-----  
 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

-----  
 Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: FMS  
 ISIN: US3580291066  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2009	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 SYSTEM OF REMUNERATION OF THE MANAGEMENT BOARD MEMBERS OF THE GENERAL PARTNER	Mgmt	For
06	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FISCAL YEAR 2010	Mgmt	For
07	RESOLUTION ON THE CANCELLATION OF THE EXISTING AND THE CREATION OF NEW AUTHORISED CAPITALS, ON THE EXCLUSION OF PRE-EMPTION RIGHTS AND THE AMENDMENT OF ARTICLE 4 (3) AND OF ARTICLE 4 (4) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY	Mgmt	For
08	RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR THE ADAPTATION OF AMENDMENTS TO THE GERMAN STOCK CORPORATION ACT	Mgmt	For
09	RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 II GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY	Mgmt	For

-----  
 GAP INC.

Agen

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

Security: 364760108  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: GPS  
 ISIN: US3647601083

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ADRIAN D.P. BELLAMY DOMENICO DE SOLE ROBERT J. FISHER WILLIAM S. FISHER BOB L. MARTIN JORGE P. MONTOYA GLENN K. MURPHY JAMES M. SCHNEIDER MAYO A. SHATTUCK III KNEELAND C. YOUNGBLOOD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 29, 2011.	Mgmt	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE GAP, INC. EXECUTIVE MANAGEMENT INCENTIVE COMPENSATION AWARD PLAN.	Mgmt	For

GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: GD  
 ISIN: US3695501086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: NICHOLAS D. CHABRAJA	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM P. FRICKS	Mgmt	For
1D	ELECTION OF DIRECTOR: JAY L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: GEORGE A. JOULWAN	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL G. KAMINSKI	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN M. KEANE	Mgmt	For

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

1H	ELECTION OF DIRECTOR: LESTER L. LYLES	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM A. OSBORN	Mgmt	For
1K	ELECTION OF DIRECTOR: ROBERT WALMSLEY	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE.	Shr	Against

---

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 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: WILLIAM M. CASTELL	Mgmt	For
A4	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A5	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A6	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A7	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A8	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A10	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A12	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A13	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A14	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	RATIFICATION OF KPMG	Mgmt	For
C1	SHAREOWNER PROPOSAL: CUMULATIVE VOTING	Shr	Against

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

C2	SHAREOWNER PROPOSAL: SPECIAL SHAREOWNER MEETINGS	Shr	For
C3	SHAREOWNER PROPOSAL: INDEPENDENT BOARD CHAIRMAN	Shr	For
C4	SHAREOWNER PROPOSAL: PAY DISPARITY	Shr	Against
C5	SHAREOWNER PROPOSAL: KEY BOARD COMMITTEES	Shr	Against
C6	SHAREOWNER PROPOSAL: ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 GOLDCORP INC.

Agen

Security: 380956409  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 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	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	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

-----  
 GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: GOOG  
 ISIN: US38259P5089

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	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 6,500,000.	Mgmt	Against
04	A STOCKHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	A STOCKHOLDER PROPOSAL REGARDING ONLINE ADVERTISING, PRIVACY, AND SENSITIVE INFORMATION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
06	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF HUMAN RIGHTS PRINCIPLES WITH RESPECT TO BUSINESS IN CHINA, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

-----  
HALLIBURTON COMPANY

Agen

-----  
Security: 406216101  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
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
1E	ELECTION OF DIRECTOR: S.M. GILLIS	Mgmt	For
1F	ELECTION OF DIRECTOR: J.T. HACKETT	Mgmt	For

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

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 ON HUMAN RIGHTS POLICY.	Shr	Against
04	PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shr	Against
05	PROPOSAL ON EXECUTIVE COMPENSATION POLICIES.	Shr	For
06	PROPOSAL ON SPECIAL SHAREOWNER MEETINGS.	Shr	For

-----  
 HESS CORPORATION

Agen

-----  
 Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: HES  
 ISIN: US42809H1077  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR N.F. BRADY G.P. HILL T.H. KEAN F.A. OLSON	Mgmt Mgmt Mgmt Mgmt	Withheld For Withheld Withheld
2	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
3	APPROVAL OF AMENDMENT TO 2008 LONG-TERM INCENTIVE PLAN TO INCREASE SHARES AVAILABLE FOR AWARD BY 8 MILLION SHARES.	Mgmt	For
4	STOCKHOLDER PROPOSAL REQUESTING THE COMPANY TO PROVIDE A REPORT ON POLITICAL SPENDING AND POLICIES.	Shr	Against

-----  
 HEWLETT-PACKARD COMPANY

Agen

-----  
 Security: 428236103  
 Meeting Type: Annual  
 -----

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

Meeting Date: 17-Mar-2010  
 Ticker: HPQ  
 ISIN: US4282361033

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR : M.L. ANDREESSEN	Mgmt	For
1B	ELECTION OF DIRECTOR : L.T. BABBIO, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR : S.M. BALDAUF	Mgmt	For
1D	ELECTION OF DIRECTOR : R.L. GUPTA	Mgmt	For
1E	ELECTION OF DIRECTOR : J.H. HAMMERGREN	Mgmt	For
1F	ELECTION OF DIRECTOR : M.V. HURD	Mgmt	For
1G	ELECTION OF DIRECTOR : J.Z. HYATT	Mgmt	For
1H	ELECTION OF DIRECTOR : J.R. JOYCE	Mgmt	For
1I	ELECTION OF DIRECTOR : R.L. RYAN	Mgmt	For
1J	ELECTION OF DIRECTOR : L.S. SALHANY	Mgmt	For
1K	ELECTION OF DIRECTOR : G.K. THOMPSON	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING OCTOBER 31, 2010.	Mgmt	For
03	PROPOSAL TO APPROVE THE AMENDED AND RESTATED HEWLETT-PACKARD COMPANY 2004 STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO CONDUCT AN ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: ITW  
 ISIN: US4523081093

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: DON H. DAVIS, JR.	Mgmt	For

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

1D	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID B. SMITH, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
1I	ELECTION OF DIRECTOR: PAMELA B. STROBEL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, REQUESTING REPORTS ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against

-----  
INTEL CORPORATION

Agem

-----  
Security: 458140100  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
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
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 THE CURRENT YEAR	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For

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

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: IBM  
 ISIN: US4592001014

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: C. BLACK	Mgmt	For
1C	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1D	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1E	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1F	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: A.N. LIVERIS	Mgmt	For
1H	ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: T. NISHIMURO	Mgmt	For
1J	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1K	ELECTION OF DIRECTOR: S.J. PALMISANO	Mgmt	For
1L	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1M	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1N	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ANNUAL INCENTIVE PAYOUT	Shr	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL ON NEW THRESHOLD FOR CALLING SPECIAL MEETINGS	Shr	For
06	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	Against

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

JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 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: MICHAEL M.E. JOHNS	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1E	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
04	SPECIAL SHAREOWNER MEETINGS	Shr	For

JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 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

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

1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	POLITICAL NON-PARTISANSHIP	Shr	Against
05	SPECIAL SHAREOWNER MEETINGS	Shr	For
06	COLLATERAL IN OVER THE COUNTER DERIVATIVES TRADING	Shr	For
07	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	INDEPENDENT CHAIRMAN	Shr	For
09	PAY DISPARITY	Shr	Against
10	SHARE RETENTION	Shr	For

-----  
 KELLOGG COMPANY

-----  
 Agen

-----  
 Security: 487836108  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2010  
 Ticker: K  
 ISIN: US4878361082  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BENJAMIN CARSON GORDON GUND DOROTHY JOHNSON A. MCLAUGHLIN KOROLOGOS	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010.	Mgmt	For

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

03      SHAREOWNER PROPOSAL TO ADOPT SIMPLE MAJORITY      Shr      For  
VOTE.

-----  
LINCOLN NATIONAL CORPORATION      Agen

Security: 534187109  
Meeting Type: Annual  
Meeting Date: 27-May-2010  
Ticker: LNC  
ISIN: US5341871094  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR WILLIAM J. AVERY WILLIAM H. CUNNINGHAM WILLIAM PORTER PAYNE PATRICK S. PITTARD	Mgmt Mgmt Mgmt Mgmt	For For For For
2	TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
3	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE.	Mgmt	For
4	VOTE TO APPROVE AN ADVISORY PROPOSAL ON THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For

-----  
LOCKHEED MARTIN CORPORATION      Agen

Security: 539830109  
Meeting Type: Annual  
Meeting Date: 22-Apr-2010  
Ticker: LMT  
ISIN: US5398301094  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. BURRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES O. ELLIS JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For

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

1F	ELECTION OF DIRECTOR: JAMES M. LOY	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: JOSEPH W. RALSTON	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES M. SCHNEIDER	Mgmt	For
1J	ELECTION OF DIRECTOR: ANNE STEVENS	Mgmt	For
1K	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL: REPORT ON SPACE-BASED WEAPONS PROGRAM	Shr	Against

-----

MCDONALD'S CORPORATION

-----

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 20-May-2010  
Ticker: MCD  
ISIN: US5801351017

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: ROGER W. STONE	Mgmt	For
1D	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2010.	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For
04	SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTE.	Shr	For
05	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.	Shr	Against
06	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.	Shr	Against

-----

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

MERCK & CO., INC.

Agen

Security: 589331107  
 Meeting Type: Special  
 Meeting Date: 07-Aug-2009  
 Ticker: MRK  
 ISIN: US5893311077

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG MERCK & CO., INC., SCHERING-PLOUGH CORPORATION, SP MERGER SUBSIDIARY ONE, INC. (FORMERLY BLUE, INC.) AND SP MERGER SUBSIDIARY TWO, INC. (FORMERLY PURPLE, INC.), AS IT MAY BE AMENDED.	Mgmt	For

MERCK & CO., INC.

Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: MRK  
 ISIN: US58933Y1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS R. CECH	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY	Mgmt	For
1I	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For
1J	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1K	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Mgmt	For
1M	ELECTION OF DIRECTOR: THOMAS E. SHENK	Mgmt	For
1N	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For

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

10	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Mgmt	For
1P	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1Q	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	PROPOSAL TO ADOPT THE 2010 INCENTIVE STOCK PLAN.	Mgmt	For
04	PROPOSAL TO ADOPT THE 2010 NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN.	Mgmt	For

-----  
 METLIFE, INC.

Agen

-----  
 Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: MET  
 ISIN: US59156R1086  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R. GLENN HUBBARD ALFRED F. KELLY, JR. JAMES M. KILTS DAVID SATCHER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2010	Mgmt	For
03	SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against

-----  
 MICROSOFT CORPORATION

Agen

-----  
 Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2009  
 Ticker: MSFT  
 ISIN: US5949181045  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
02	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For

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

03	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
05	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
06	ELECTION OF DIRECTOR: MARIA 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	TO APPROVE AMENDMENTS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION	Mgmt	For
12	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
13	SHAREHOLDER PROPOSAL - ADOPTION OF HEALTHCARE REFORM PRINCIPLES	Shr	Against
14	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS	Shr	Against

-----  
MONSANTO COMPANY

-----  
Agen

Security: 61166W101  
Meeting Type: Annual  
Meeting Date: 26-Jan-2010  
Ticker: MON  
ISIN: US61166W1018  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRANK V. ATLEE III	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR H. HARPER	Mgmt	For
1D	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF PERFORMANCE GOALS UNDER THE MONSANTO COMPANY 2005 LONG-TERM INCENTIVE PLAN.	Mgmt	For

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

NESTLE S A

Agen

Security: H57312649  
 Meeting Type: AGM  
 Meeting Date: 15-Apr-2010  
 Ticker:  
 ISIN: CH0038863350

Prop.#	Proposal	Proposal Type	Proposal Vote
	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
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 603908 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	Approve the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2009	Mgmt	No vote
1.2	Approve the acceptance of the compensation report 2009	Mgmt	No vote
2.	Approve to release the Members of the Board of Directors and of the Management	Mgmt	No vote
3.	Approve the appropriation of profits resulting from the balance sheet of Nestle S.A Retained earnings as specified provided that the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 1.60 per share, representing a net amount of CHF 1.04 per share after payment of the Swiss withholding tax of 35% the last trading day with entitlement to receive the dividend is 16 APR 2010, the shares will be traded ex dividend as of 19 APR 2010, the net dividend will be payable as from 22 APR 2010	Mgmt	No vote
4.1.1	Re-elections of Mr. Peter Brabeck-Letmathe to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.2	Re-elections of Mr. Steven G. Hoch, to the Board of Directors for a term of 3 years	Mgmt	No vote

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

4.1.3	Re-elections of Mr.Andre Kudelski to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.4	Re-elections of Mr.Jean-Rene Fourtou to the Board of Directors for a term of 2 years	Mgmt	No vote
4.2.1	Elections of Mrs. Titia de Lange to the Board of Directors for a term of 3 years	Mgmt	No vote
4.2.2	Elections of Mr. Jean-Pierre Roth to the Board of Directors for a term of 3 years	Mgmt	No vote
4.3	Re-election of KPMG S.A., Geneva branch for a term of 1year	Mgmt	No vote
5.	Approve the cancellation of 185,000.000 shares repurchased under the share buy-back programme, and reduction of share capital by CHF 18,500.000, and amend the Article 3 of the Articles of Association as specified	Mgmt	No vote
6.	Amend the New Article 4 of the Articles of Association as specified	Mgmt	No vote

-----  
 NESTLE S.A.

Agen

Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2010  
 Ticker: NSRGY  
 ISIN: US6410694060  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	APPROVAL OF ANNUAL REPORT, FIN. STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FIN. STATEMENTS OF THE NESTLE GROUP FOR 2009.	Mgmt	For
1B	ACCEPTANCE OF THE COMPENSATION REPORT 2009 (NON-BINDING ADVISORY VOTE).	Mgmt	For
02	RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.	Mgmt	For
03	APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2009.	Mgmt	For
4A1	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. ANDRE KUDELSKI (FOR A TERM OF THREE YEARS).	Mgmt	For
4A2	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. JEAN-RENE FOURTOU (FOR A TERM OF TWO YEARS).	Mgmt	For
4A3	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. STEVEN G. HOCH (FOR A TERM OF THREE YEARS).	Mgmt	For

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

4A4	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. PETER BRABECK-LETMATHE (FOR A TERM OF THREE YEARS).	Mgmt	For
4B1	ELECTION TO THE BOARD OF DIRECTOR: MRS. TITIA DE LANGE (FOR A TERM OF THREE YEARS).	Mgmt	For
4B2	ELECTION TO THE BOARD OF DIRECTOR: MR. JEAN-PIERRE ROTH (FOR A TERM OF THREE YEARS).	Mgmt	For
4C	RE-ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).	Mgmt	For
05	CAPITAL REDUCTION (BY CANCELLATION OF SHARES).	Mgmt	For
06	OTHER AMENDMENTS IN THE ARTICLES OF ASSOCIATION.	Mgmt	For
07	MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN	Mgmt	Against

-----  
 NIKE, INC.

Agen

-----  
 Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2009  
 Ticker: NKE  
 ISIN: US6541061031  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JILL K. CONWAY ALAN B. GRAF, JR. JOHN C. LECHLEITER	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE AN AMENDMENT TO THE NIKE, INC. EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
 NORTHERN TRUST CORPORATION

Agen

-----  
 Security: 665859104  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: NTRS  
 ISIN: US6658591044  
 -----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LINDA WALKER BYNOE NICHOLAS D. CHABRAJA SUSAN CROWN DIPAK C. JAIN ROBERT W. LANE ROBERT C. MCCORMACK EDWARD J. MOONEY JOHN W. ROWE DAVID H.B. SMITH, JR. WILLIAM D. SMITHBURG ENRIQUE J. SOSA CHARLES A. TRIBBETT III FREDERICK H. WADDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

-----  
OCCIDENTAL PETROLEUM CORPORATION

-----  
Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 07-May-2010  
Ticker: OXY  
ISIN: US6745991058  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1C	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	Against
1F	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	Against
1G	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against
1H	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1I	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	Against
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

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

1M	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	RE-APPROVAL OF PERFORMANCE GOALS UNDER INCENTIVE PLAN PURSUANT TO TAX DEDUCTION RULES.	Mgmt	For
04	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION PHILOSOPHY AND PRACTICE.	Mgmt	Against
05	ELIMINATION OF COMPENSATION OVER \$500,000 PER YEAR.	Shr	Against
06	POLICY TO SEPARATE CHAIRMAN AND CHIEF EXECUTIVE OFFICER ROLES.	Shr	For
07	PERCENTAGE OF STOCKHOLDER OWNERSHIP REQUIRED TO CALL SPECIAL MEETING OF STOCKHOLDERS.	Shr	For
08	REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.	Shr	Against
09	DIRECTOR ELECTION BY MAJORITY STOCKHOLDER VOTE.	Shr	Against
10	REPORT ON INCREASING INHERENT SECURITY OF CHEMICAL FACILITIES.	Shr	Against
11	POLICY ON ACCELERATED VESTING IN EVENT OF CHANGE IN CONTROL.	Shr	For

-----  
 ORACLE CORPORATION

Agen

-----  
 Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 07-Oct-2009  
 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 DONALD L. LUCAS CHARLES E. PHILLIPS, JR NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld For For For For For For Withheld For For For Withheld
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF	Mgmt	For

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

THE FISCAL YEAR 2010 EXECUTIVE BONUS PLAN.

03	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2010.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.	Shr	For

---

PACCAR INC

Agen

Security: 693718108  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: PCAR  
 ISIN: US6937181088

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALISON J. CARNWATH ROBERT T. PARRY JOHN M. PIGOTT GREGORY M.E. SPIERKEL	Mgmt Mgmt Mgmt Mgmt	For For For For
02	STOCKHOLDER PROPOSAL REGARDING THE SUPERMAJORITY VOTE PROVISIONS	Shr	For
03	STOCKHOLDER PROPOSAL REGARDING A DIRECTOR VOTE THRESHOLD	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING COMPOSITION OF THE COMPENSATION COMMITTEE	Shr	Against

---

PEABODY ENERGY CORPORATION

Agen

Security: 704549104  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: BTU  
 ISIN: US7045491047

---

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

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

1	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 ALAN H. WASHKOWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
PEPSICO, INC.

-----  
Agen

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 05-May-2010  
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
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	Against
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	APPROVAL OF AMENDMENT TO PEPSICO, INC. 2007 LONG-TERM INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS	Shr	Against

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

REPORT (PROXY STATEMENT P. 67)

05	SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDERS MEETING (PROXY STATEMENT P. 68)	Shr	For
06	SHAREHOLDER PROPOSAL - PUBLIC POLICY REPORT (PROXY STATEMENT P. 70)	Shr	Against

-----  
 PFIZER INC.

Agen

-----  
 Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: PFE  
 ISIN: US7170811035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Mgmt	For
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1F	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1H	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1J	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Mgmt	For
1K	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1M	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1N	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1O	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	APPROVAL OF BY-LAW AMENDMENT TO REDUCE THE PERCENTAGE OF SHARES REQUIRED FOR SHAREHOLDERS TO CALL	Mgmt	For

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

## SPECIAL MEETINGS.

05 SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS. Shr Against

---

### PG&E CORPORATION

Agen

Security: 69331C108  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 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
1K	ELECTION OF DIRECTOR: BARRY LAWSON WILLIAMS	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	AMENDMENTS TO 2006 LONG-TERM INCENTIVE PLAN	Mgmt	For
05	INDEPENDENT BOARD CHAIRMAN	Shr	Against
06	LIMITS FOR DIRECTORS INVOLVED WITH BANKRUPTCY	Shr	Against
07	POLITICAL CONTRIBUTIONS	Shr	Against

---

### PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109

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

Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: PM  
 ISIN: US7181721090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
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	STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE	Shr	Against
04	STOCKHOLDER PROPOSAL 2 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS	Shr	Against

PRUDENTIAL FINANCIAL, INC.

Agen

Security: 744320102  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 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

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

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: JON F. HANSON	Mgmt	For
1I	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	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 2010.	Mgmt	For
03	ADVISORY VOTE ON COMPENSATION POLICIES.	Mgmt	For

-----  
PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
Meeting Type: Annual  
Meeting Date: 20-Apr-2010  
Ticker: PEG  
ISIN: US7445731067  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: CONRAD K.HARPER	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM V. HICKEY	Mgmt	For
1D	ELECTION OF DIRECTOR: RALPH IZZO	Mgmt	For
1E	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID LILLEY	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS A. RENYI	Mgmt	For
1H	ELECTION OF DIRECTOR: HAK CHEOL SHIN	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2010.	Mgmt	For

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

-----  
 QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 02-Mar-2010  
 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 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
02	TO APPROVE AN AMENDMENT TO THE 2006 LONG-TERM INCENTIVE PLAN TO INCREASE THE SHARE RESERVE BY 13,000,000 SHARES.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 26, 2010.	Mgmt	For

-----  
 SCHERING-PLOUGH CORPORATION

Agen

Security: 806605101  
 Meeting Type: Special  
 Meeting Date: 07-Aug-2009  
 Ticker: SGP  
 ISIN: US8066051017  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG MERCK & CO., INC., SCHERING-PLOUGH CORPORATION, SP MERGER SUBSIDIARY ONE, INC., AND SP MERGER SUBSIDIARY TWO, INC., AS IT MAY BE AMENDED (THE "MERGER AGREEMENT") AND THE ISSUANCE OF SHARES OF COMMON STOCK IN THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Mgmt	For

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

02	APPROVE ANY ADJOURNMENT OF THE SCHERING-PLOUGH SPECIAL MEETING (INCLUDING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT AND THE ISSUANCE OF SHARES OF COMMON STOCK IN THE MERGER).	Mgmt	For
----	---	------	-----

-----

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

-----

Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 07-Apr-2010  
 Ticker: SLB  
 ISIN: AN8068571086

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR P. CAMUS J.S. GORELICK A. GOULD T. ISAAC N. KUDRYAVTSEV A. LAJOUS M.E. MARKS L.R. REIF T.I. SANDVOLD H. SEYDOUX P. CURRIE K.V. KAMATH	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	PROPOSAL TO ADOPT AND APPROVE FINANCIALS AND DIVIDENDS.	Mgmt	For
03	PROPOSAL TO APPROVE THE ADOPTION OF THE SCHLUMBERGER 2010 STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE ADOPTION OF AN AMENDMENT TO THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE PLAN.	Mgmt	For
05	PROPOSAL TO APPROVE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----

STAPLES, INC.

-----

Agen

Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2010  
 Ticker: SPLS  
 ISIN: US8550301027

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	For
1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	For
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	For
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1I	ELECTION OF DIRECTOR: ELIZABETH A. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	For
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	For
02	TO APPROVE THE LONG TERM CASH INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 77,430,000 TO 97,430,000 AND AMENDING THE MATERIAL TERMS OF THE PERFORMANCE GOALS OF THE PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
05	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE ABILITY OF SHAREHOLDERS TO ACT BY MAJORITY WRITTEN CONSENT.	Shr	For
06	TO ACT ON A SHAREHOLDER PROPOSAL PROVIDING SHAREHOLDERS OWNING 10% OF OUTSTANDING SHARES WITH THE ABILITY TO CALL SPECIAL MEETINGS.	Shr	For

STATE STREET CORPORATION

Agen

Security: 857477103  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: STT  
 ISIN: US8574771031

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

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. LOGUE	Mgmt	For
1K	ELECTION OF DIRECTOR: R. SERGEL	Mgmt	For
1L	ELECTION OF DIRECTOR: R. SKATES	Mgmt	For
1M	ELECTION OF DIRECTOR: G. SUMME	Mgmt	For
1N	ELECTION OF DIRECTOR: R. WEISSMAN	Mgmt	For
02	TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.	Mgmt	For
03	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
04	TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLES OF CHAIRMAN AND CEO.	Shr	Against
05	TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO A REVIEW OF PAY DISPARITY.	Shr	Against

TARGET CORPORATION

Agen

Security: 87612E106  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: TGT  
 ISIN: US87612E1064

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

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

		Type	
1A	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1B	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1C	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1D	ELECTION OF DIRECTOR: GREGG W. STEINHAFEL	Mgmt	For
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION RELATING TO BOARD, SEE PROXY STATEMENT FOR FURTHER DETAILS.	Mgmt	For
04	COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTE REQUIREMENT FOR CERTAIN BUSINESS COMBINATIONS	Mgmt	For
05	COMPANY PROPOSAL TO AMEND AND RESTATE THE RESTATED ARTICLES TO REFLECT THE CHANGES PROPOSED AS ITEMS 3 AND 4, IF APPROVED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Mgmt	For
06	SHAREHOLDER PROPOSAL REGARDING ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

-----  
 Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 29-Jun-2010  
 Ticker: TEVA  
 ISIN: US8816242098  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2009, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 2.50 (APPROXIMATELY US\$0.642, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.	Mgmt	For
2A	ELECTION OF DIRECTOR: MR. ABRAHAM E. COHEN	Mgmt	For
2B	ELECTION OF DIRECTOR: MR. AMIR ELSTEIN	Mgmt	For
2C	ELECTION OF DIRECTOR: PROF. ROGER KORNBERG	Mgmt	For
2D	ELECTION OF DIRECTOR: PROF. MOSHE MANY	Mgmt	For
2E	ELECTION OF DIRECTOR: MR. DAN PROPPER	Mgmt	For

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

- |    |   |      |         |
|----|---|------|---------|
| 03 | TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2011 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE.   | Mgmt | For     |
| 04 | TO APPROVE THE COMPANY'S 2010 LONG-TERM EQUITY-BASED INCENTIVE PLAN.  | Mgmt | Against |
| 5A | APPROVE REMUNERATION OF DR. PHILLIP FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF NIS EQUIVALENT OF USD 385,702 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS), PROVISION TO DR. FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, OF AN OFFICE AND SECRETARIAL SERVICES, AND, EFFECTIVE AS OF FEBRUARY 15, 2010, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For     |
| 5B | TO APPROVE THE REMUNERATION OF PROF. MOSHE MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD OF TEVA, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS). AND THE PROVISION TO PROF. MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD, OF SECRETARIAL SERVICES.  | Mgmt | For     |
| 5C | TO APPROVE THE REMUNERATION OF PROF. ROGER KORNBERG, IN HIS CAPACITY AS A DIRECTOR OF TEVA, EFFECTIVE AS OF MAY 10, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MAY 10, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS).   | Mgmt | For     |
| 06 | TO APPROVE AN INCREASE IN THE REGISTERED SHARE CAPITAL OF THE COMPANY BY NIS 100,000,000 TO A TOTAL OF NIS 250,000,000 BY THE CREATION OF 1,000,000,000 ADDITIONAL ORDINARY SHARES OF PAR VALUE NIS 0.1 EACH, AND THE AMENDMENT OF THE COMPANY'S INCORPORATION DOCUMENTS ACCORDINGLY.   | Mgmt | For     |

-----  
 THE COCA-COLA COMPANY  
 -----

Agem

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2010  
 Ticker: KO  
 ISIN: US1912161007

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

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

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: GS  
 ISIN: US38141G1040

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

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

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
1K	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2010 FISCAL YEAR	Mgmt	For
03	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION MATTERS	Mgmt	For
04	APPROVAL OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS	Mgmt	For
06	SHAREHOLDER PROPOSAL A REPORT ON CUMULATIVE VOTING	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING COLLATERAL IN OVER-THE-COUNTER DERIVATIVES TRADING	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING SEPARATE CHAIR & CEO	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING A REPORT ON GLOBAL WARMING SCIENCE	Shr	Against
11	SHAREHOLDER PROPOSAL REGARDING A REPORT ON PAY DISPARITY	Shr	Against
12	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE	Shr	For

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

THE HOME DEPOT, INC.

Agen

-----  
 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: HD  
 ISIN: US4370761029  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID H. BATCHELDER	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1D	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1E	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
03	PROPOSAL TO APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE HOME DEPOT, INC. 2005 OMNIBUS STOCK INCENTIVE PLAN	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
07	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING REINCORPORATION IN NORTH DAKOTA	Shr	Against

-----  
 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

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

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 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: ROBERT N. CLAY	Mgmt	For
1E	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1G	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1H	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1L	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1M	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1N	ELECTION OF DIRECTOR: STEPHEN G. THIEKE	Mgmt	For
1O	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1P	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1Q	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
3	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4	A SHAREHOLDER PROPOSAL REGARDING APPROVAL OF SEVERANCE AGREEMENTS, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shr	For
5	A SHAREHOLDER PROPOSAL REGARDING A REPORT OF EXECUTIVE COMPENSATION THAT IS NOT TAX DEDUCTIBLE, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shr	For

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

-----  
 THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 13-Oct-2009  
 Ticker: PG  
 ISIN: US7427181091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1B	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1D	ELECTION OF DIRECTOR: A.G. LAFLEY	Mgmt	For
1E	ELECTION OF DIRECTOR: CHARLES R. LEE	Mgmt	For
1F	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1H	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1J	ELECTION OF DIRECTOR: RALPH SNYDERMAN, M.D.	Mgmt	For
1K	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1M	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMEND THE COMPANY'S CODE OF REGULATIONS	Mgmt	For
04	APPROVE THE PROCTER & GAMBLE 2009 STOCK AND INCENTIVE COMPENSATION PLAN	Mgmt	For
05	SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING	Shr	Against
06	SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2010  
 Ticker: TJX  
 -----

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

ISIN: US8725401090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSE B. ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID A. BRANDON	Mgmt	For
1D	ELECTION OF DIRECTOR: BERNARD CAMMARATA	Mgmt	For
1E	ELECTION OF DIRECTOR: DAVID T. CHING	Mgmt	For
1F	ELECTION OF DIRECTOR: MICHAEL F. HINES	Mgmt	For
1G	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1H	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLOW B. SHIRE	Mgmt	For
1K	ELECTION OF DIRECTOR: FLETCHER H. WILEY	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2010  
 Ticker: DIS  
 ISIN: US2546871060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN P. JOBS	Mgmt	For
1G	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For

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

1H	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: SHERYL SANDBERG	Mgmt	For
1M	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2010.	Mgmt	For
03	TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.	Mgmt	Against
04	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO INTERESTED PERSON TRANSACTIONS.	Mgmt	For
05	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO BYLAW AMENDMENTS.	Mgmt	For
06	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO TRACKING STOCK PROVISIONS.	Mgmt	For
07	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO CLASSIFIED BOARD TRANSITION PROVISIONS.	Mgmt	For
08	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
09	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO EX-GAY NON DISCRIMINATION POLICY.	Shr	Against

U.S. BANCORP

Agen

Security: 902973304  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: USB  
 ISIN: US9029733048

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: Y. MARC BELTON	Mgmt	For

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

1C	ELECTION OF DIRECTOR: VICTORIA BUYNISKI GLUCKMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD K. DAVIS	Mgmt	For
1F	ELECTION OF DIRECTOR: JOEL W. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: OLIVIA F. KIRTLEY	Mgmt	For
1H	ELECTION OF DIRECTOR: JERRY W. LEVIN	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID B. O'MALEY	Mgmt	For
1J	ELECTION OF DIRECTOR: O'DELL M. OWENS, M.D., M.P.H.	Mgmt	For
1K	ELECTION OF DIRECTOR: RICHARD G. REITEN	Mgmt	For
1L	ELECTION OF DIRECTOR: CRAIG D. SCHNUCK	Mgmt	For
1M	ELECTION OF DIRECTOR: PATRICK T. STOKES	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE 2010 FISCAL YEAR.	Mgmt	For
03	APPROVAL OF THE U.S. BANCORP AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.	Mgmt	For
04	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION PROGRAM.	Mgmt	For

-----  
 UNITED STATES STEEL CORPORATION

Agem

-----  
 Security: 912909108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: X  
 ISIN: US9129091081  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN G. DROSDICK CHARLES R. LEE JEFFREY M. LIPTON DAN O. DINGES	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF AMENDMENT AND RESTATEMENT OF 2005 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL OF 2010 ANNUAL INCENTIVE COMPENSATION PLAN.	Mgmt	For

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

-----  
 VERIZON COMMUNICATIONS INC.  
 -----

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: VZ  
 ISIN: US92343V1044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1B	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1D	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1E	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS H. O'BRIEN	Mgmt	For
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Mgmt	For
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Mgmt	For
04	PROHIBIT GRANTING STOCK OPTIONS	Shr	Against
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS	Shr	For
07	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For
08	ADOPT AND DISCLOSE SUCCESSION PLANNING POLICY	Shr	For
09	SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH	Shr	For

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

10 EXECUTIVE STOCK RETENTION REQUIREMENTS Shr For

-----  
WAL-MART STORES, INC.

Agen

-----  
Security: 931142103  
Meeting Type: Annual  
Meeting Date: 04-Jun-2010  
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	Against
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	Against
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	APPROVAL OF THE WAL-MART STORES, INC. STOCK INCENTIVE PLAN OF 2010	Mgmt	Against
04	APPROVAL OF THE ASDA LIMITED SHARES/SAVE PLAN 2000, AS AMENDED	Mgmt	For
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
07	POLITICAL CONTRIBUTIONS REPORT	Shr	Against

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

08	SPECIAL SHAREOWNER MEETINGS	Shr	For
09	POULTRY SLAUGHTER	Shr	Against
10	LOBBYING PRIORITIES REPORT	Shr	Against

-----  
WASTE MANAGEMENT, INC.

Agen

-----  
Security: 94106L109  
Meeting Type: Annual  
Meeting Date: 11-May-2010  
Ticker: WM  
ISIN: US94106L1098  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Mgmt	For
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	PROPOSAL TO AMEND THE COMPANY'S SECOND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS.	Mgmt	For
04	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	PROPOSAL RELATING TO THE RIGHT OF STOCKHOLDERS TO CALL SPECIAL STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

-----  
WELLS FARGO & COMPANY

Agen

-----  
Security: 949746101  
-----

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

Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 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: RICHARD D. MCCORMICK	Mgmt	For
1H	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	For
1I	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1J	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1K	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1L	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N	ELECTION OF DIRECTOR: ROBERT K. STEEL	Mgmt	For
1O	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1P	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES.	Mgmt	Against
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK FROM 6 BILLION TO 9 BILLION.	Mgmt	For
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2010.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE AND DIRECTOR COMPENSATION.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
07	STOCKHOLDER PROPOSAL REGARDING A REPORT ON CHARITABLE CONTRIBUTIONS.	Shr	Against

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

08 STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL Shr Against  
CONTRIBUTIONS.

-----  
ZIMMER HOLDINGS, INC. -----

Agen

Security: 98956P102  
Meeting Type: Annual  
Meeting Date: 03-May-2010  
Ticker: ZMH  
ISIN: US98956P1021  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BETSY J. BERNARD	Mgmt	For
1B	ELECTION OF DIRECTOR: MARC N. CASPER	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID C. DVORAK	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Mgmt	For
1F	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK	Mgmt	For
1H	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	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 Risk-Managed Diversified Equity Income Fund  
By (Signature) /s/ Duncan W. Richardson  
Name Duncan W. Richardson  
Title President  
Date 08/30/2010