

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

Eaton Vance Tax-Managed Diversified Equity Income Fund
Form N-PX
August 07, 2012

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21832

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

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2011 - 06/30/2012

Eaton Vance Tax-Managed Diversified Equity Income Fund

ABB LTD, ZUERICH

Agen

Security: H0010V101
Meeting Type: AGM
Meeting Date: 26-Apr-2012
Ticker:
ISIN: CH0012221716

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 968323 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 934211, INCLUDING THE AGENDA. TO VOTE IN THE	Non-Voting	

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

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.

CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	
1	Reporting for fiscal year 2011	Non-Voting	
2.1	Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2011	Mgmt	No vote
2.2	Consultative vote on the 2011 remuneration report	Mgmt	No vote
3	Discharge of the Board of Directors and the persons entrusted with management	Mgmt	No vote
4	Appropriation of available earnings and distribution of capital contribution reserve	Mgmt	No vote
5.1	Re-election to the Board of Directors: Roger Agnelli, Brazilian	Mgmt	No vote
5.2	Re-election to the Board of Directors: Louis R. Hughes, American	Mgmt	No vote
5.3	Re-election to the Board of Directors: Hans Ulrich Marki, Swiss	Mgmt	No vote
5.4	Re-election to the Board of Directors: Michel de Rosen, French	Mgmt	No vote
5.5	Re-election to the Board of Directors: Michael Treschow, Swedish	Mgmt	No vote
5.6	Re-election to the Board of Directors: Jacob Wallenberg, Swedish	Mgmt	No vote
5.7	Re-election to the Board of Directors: Ying Yeh, Chinese	Mgmt	No vote
5.8	Re-election to the Board of Directors: Hubertus von Grunberg, German	Mgmt	No vote
6	The Board of Directors proposes that Ernst & Young AG be re-elected as auditors for	Mgmt	No vote

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

fiscal year 2012

7 Ad Hoc Mgmt No vote

ABB LTD, ZUERICH

Agen

Security: H0010V101
 Meeting Type: AGM
 Meeting Date: 27-Apr-2012
 Ticker:
 ISIN: CH0012221716

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU	Non-Voting	
1	Welcome and Opening	Non-Voting	
2	ABB Group results 2011-Outlook for 2012	Non-Voting	
3	ABB Sweden-Operations 2011-Outlook for 2012	Non-Voting	
4	ABB investments in the future of power systems	Non-Voting	
5	Attracting, retaining and developing skilled employees	Non-Voting	
6	Mathematics Support for pupils	Non-Voting	
7	Questions and answers	Non-Voting	

ACCENTURE PLC

Agen

Security: G1151C101
 Meeting Type: Annual
 Meeting Date: 09-Feb-2012
 Ticker: ACN
 ISIN: IE00B4BNMY34

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2011 AS PRESENTED	Mgmt	For

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

2A	RE-APPOINTMENT OF DIRECTOR: DINA DUBLON	Mgmt	For
2B	RE-APPOINTMENT OF DIRECTOR: WILLIAM D. GREEN	Mgmt	For
2C	RE-APPOINTMENT OF DIRECTOR: NOBUYUKI IDEI	Mgmt	For
2D	RE-APPOINTMENT OF DIRECTOR: MARJORIE MAGNER	Mgmt	For
03	RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION	Mgmt	For
04	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
05	APPROVAL OF AMENDMENTS TO ACCENTURE PLC'S ARTICLES OF ASSOCIATION TO PROVIDE FOR THE PHASED-IN DECLASSIFICATION OF THE BOARD, BEGINNING IN 2013	Mgmt	For
06	AUTHORIZATION TO HOLD THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
07	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
08	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For

AFLAC INCORPORATED

Agen

Security: 001055102
Meeting Type: Annual
Meeting Date: 07-May-2012
Ticker: AFL
ISIN: US0010551028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DANIEL P. AMOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN SHELBY AMOS II	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL S. AMOS II	Mgmt	For
1D.	ELECTION OF DIRECTOR: KRISS CLONINGER III	Mgmt	For

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

1E.	ELECTION OF DIRECTOR: ELIZABETH J. HUDSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROBERT B. JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Mgmt	For
1I.	ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARVIN R. SCHUSTER	Mgmt	For
1L.	ELECTION OF DIRECTOR: MELVIN T. STITH	Mgmt	For
1M.	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Mgmt	For
1N.	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Mgmt	Against
2.	TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFI CERS, AS DESCRIBED N THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE IN THE PROXY STATEMENT.	Mgmt	For
3.	TO CONSIDER AND ADOPT AN AMENDED AND RESTATED 2004 AFLAC INCORPORATED LONG-TERM INCENTIVE PLAN ("LTIP"), WITH NO ADDITIONAL SHARES AUTHORIZED UNDER THE LTIP.	Mgmt	For
4.	TO CONSIDER AND ADOPT AN AMENDED AND RESTATED 2013 MANAGEMENT INCENTIVE PLAN.	Mgmt	For
5.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

ALLERGAN, INC.

Agen

Security: 018490102
Meeting Type: Annual
Meeting Date: 01-May-2012
Ticker: AGN
ISIN: US0184901025

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID E.I. PYOTT	Mgmt	For

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

1B.	ELECTION OF DIRECTOR: HERBERT W. BOYER, PH.D.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DEBORAH DUNSIRE, M.D.	Mgmt	For
1D.	ELECTION OF DIRECTOR: MICHAEL R. GALLAGHER	Mgmt	For
1E.	ELECTION OF DIRECTOR: DAWN HUDSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT A. INGRAM	Mgmt	For
1G.	ELECTION OF DIRECTOR: TREVOR M. JONES, PH.D.	Mgmt	For
1H.	ELECTION OF DIRECTOR: LOUIS J. LAVIGNE, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: RUSSELL T. RAY	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEPHEN J. RYAN, M.D.	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
3.	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING (SPECIAL STOCKHOLDER MEETINGS).	Shr	For

 AMAZON.COM, INC.

Agen

Security: 023135106
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: AMZN
 ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: BLAKE G. KRIKORIAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For

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

1H.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1J.	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS, AS AMENDED, PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE IN OUR 1997 STOCK INCENTIVE PLAN	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT ON CLIMATE CHANGE	Shr	Against
5.	SHAREHOLDER PROPOSAL CALLING FOR CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: AEP
 ISIN: US0255371017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NICHOLAS K. AKINS	Mgmt	For
1B.	ELECTION OF DIRECTOR: DAVID J. ANDERSON	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: MICHAEL G. MORRIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
1I.	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Mgmt	For
1J.	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For
1K.	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Mgmt	For
1L.	ELECTION OF DIRECTOR: JOHN F. TURNER	Mgmt	For

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

2.	APPROVAL OF THE AMERICAN ELECTRIC POWER SYSTEM SENIOR OFFICER INCENTIVE PLAN.	Mgmt	For
3.	APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
4.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109
 Meeting Type: Annual
 Meeting Date: 30-Apr-2012
 Ticker: AXP
 ISIN: US0258161092

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN T.J. LEONSIS 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
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF PERFORMANCE GOALS AND AWARD LIMITS UNDER 2007 INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
6.	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Shr	Against

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

 AMERICAN TOWER CORPORATION

Agen

 Security: 029912201
 Meeting Type: Special
 Meeting Date: 29-Nov-2011
 Ticker: AMT
 ISIN: US0299122012

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 24, 2011, BETWEEN AMERICAN TOWER CORPORATION AND AMERICAN TOWER REIT, INC., WHICH IS PART OF THE REORGANIZATION OF AMERICAN TOWER'S OPERATIONS THROUGH WHICH AMERICAN TOWER INTENDS TO QUALIFY AS A REIT FOR FEDERAL INCOME TAX PURPOSES.	Mgmt	For
02	PROPOSAL TO PERMIT THE BOARD OF DIRECTORS OF AMERICAN TOWER CORPORATION TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE ORIGINALLY SCHEDULED TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1.	Mgmt	For

 AMERISOURCEBERGEN CORPORATION

Agen

 Security: 03073E105
 Meeting Type: Annual
 Meeting Date: 01-Mar-2012
 Ticker: ABC
 ISIN: US03073E1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN H. COLLIS	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD C. GOZON	Mgmt	For
1C	ELECTION OF DIRECTOR: KATHLEEN W. HYLE	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL J. LONG	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AMERISOURCEBERGEN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
03	TO CONDUCT AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE	Mgmt	For

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

OFFICERS.

 ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107
 Meeting Type: Annual
 Meeting Date: 15-May-2012
 Ticker: APC
 ISIN: US0325111070

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: KEVIN P. CHILTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: LUKE R. CORBETT	Mgmt	For
1C.	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1D.	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD L. GEORGE	Mgmt	For
1F.	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Mgmt	For
1G.	ELECTION OF DIRECTOR: CHARLES W. GOODYEAR	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
1J.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Mgmt	For
1K.	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Mgmt	For
1L.	ELECTION OF DIRECTOR: R.A. WALKER	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
3.	APPROVE THE ANADARKO PETROLEUM CORPORATION 2012 OMNIBUS INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
5.	STOCKHOLDER PROPOSAL-ADOPTION OF POLICY OF INDEPENDENT DIRECTOR CHAIRMAN.	Shr	For
6.	STOCKHOLDER PROPOSAL-GENDER IDENTITY NON-DISCRIMINATION POLICY.	Shr	Against
7.	STOCKHOLDER PROPOSAL-ADOPTION OF POLICY ON ACCELERATED VESTING OF EQUITY AWARDS.	Shr	For
8.	STOCKHOLDER PROPOSAL-REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

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

 ANGLO AMERICAN PLC, LONDON

Agen

Security: G03764134
 Meeting Type: AGM
 Meeting Date: 19-Apr-2012
 Ticker:
 ISIN: GB00B1XZS820

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the report and accounts	Mgmt	For
2	To declare a final dividend	Mgmt	For
3	To re-elect Cynthia Carroll	Mgmt	For
4	To re-elect David Challen	Mgmt	For
5	To re-elect Sir CK Chow	Mgmt	For
6	To re-elect Sir Philip Hampton	Mgmt	For
7	To re-elect Rene Medori	Mgmt	For
8	To re-elect Phuthuma Nhleko	Mgmt	For
9	To re-elect Ray O'Rourke	Mgmt	For
10	To re-elect Sir John Parker	Mgmt	For
11	To re-elect Mamphela Ramphele	Mgmt	For
12	To re-elect Jack Thompson	Mgmt	For
13	To re-elect Peter Woicke	Mgmt	For
14	To re-appoint the auditors: Deloitte LLP	Mgmt	For
15	To authorise the directors to determine the auditors' remuneration	Mgmt	For
16	To approve the remuneration report	Mgmt	For
17	To authorise the directors to allot shares	Mgmt	For
18	To disapply pre-emption rights	Mgmt	For
19	To authorise the purchase of own shares	Mgmt	For
20	To authorise the directors to call general meetings (other than an AGM) on not less than 14 clear days' notice	Mgmt	For

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

 ANGLO AMERN PLC

Agen

Security: G03764134
 Meeting Type: OGM
 Meeting Date: 06-Jan-2012
 Ticker:
 ISIN: GB00B1XZS820

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To approve the acquisition by the Company and/or its subsidiaries of the entire equity and shareholder loan interests of the CHL Holdings Limited group in De Beers SA and DB Investments SA or such proportion of such interests as the Company and/or its subsidiaries is entitled to acquire if the Government of the Republic of Botswana (acting through Debswana Investments, as nominee) exercises, in whole or in part, its existing pre-emption rights	Mgmt	For

 ANHEUSER-BUSCH INBEV SA, BRUXELLES

Agen

Security: B6399C107
 Meeting Type: MIX
 Meeting Date: 25-Apr-2012
 Ticker:
 ISIN: BE0003793107

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
A.1a	Issuance of 215,000 subscription rights and	Non-Voting	

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

	capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the board of directors on the issuance of subscription rights and the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with articles 583, 596 and 598 of the companies code		
A.1b	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the statutory auditor on the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with articles 596 and 598 of the companies code	Non-Voting	
A.1c	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Excluding the preference right of the existing shareholders in relation to the issuance of subscription rights in favour of all current Directors of the company, as identified in the report referred under item (a) above	Mgmt	Against
A.1d	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Approving the issuance of 215,000 subscription rights and determining their terms and conditions (as such terms and conditions are appended to the report referred under item (A) above). The main provisions of these terms and conditions can be summarised as follows: each subscription right confers the right to subscribe in cash to one ordinary share in the Company, with the same rights (including dividend rights) as the existing shares. Each subscription right is granted	Mgmt	Against
A.1e	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Increasing the capital of the company, under the condition precedent and to the extent of the exercise of the subscription rights, for a maximum amount equal to the number of subscription rights issued multiplied by their exercise price and allocation of the issuance premium to an account not available for distribution	Mgmt	Against
A.1f	Issuance of 215,000 subscription rights and capital increase under the condition	Mgmt	Against

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

	precedent and to the extent of the exercise of the subscription rights: Express approval pursuant to article 554, indent 7, of the companies code: Expressly approving the granting of the above-mentioned subscription rights to the non-executive Directors of the Company		
A.1g	Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Granting powers to two directors acting jointly to have recorded by notarial deed the exercise of the subscription rights, the corresponding increase of the capital, the number of new shares issued, the resulting modification to the articles of association and the allocation of the issuance premium to an account not available for distribution	Mgmt	Against
B.1	Management report by the Board of directors on the accounting year ended on 31 December 2011	Non-Voting	
B.2	Report by the statutory auditor on the accounting year ended on 31 December 2011	Non-Voting	
B.3	Communication of the consolidated annual accounts relating to the accounting year ended on 31 December 2011, as well as the management report by the board of directors and the report by the statutory auditor on the consolidated annual accounts	Non-Voting	
B.4	Approving the statutory annual accounts relating to the accounting year ended on 31 December 2011, including the specified allocation of the result	Mgmt	For
B.5	Granting discharge to the directors for the performance of their duties during the accounting year ended on 31 December 2011	Mgmt	For
B.6	Granting discharge to the statutory auditor for the performance of his duties during the accounting year ended on 31 December 2011	Mgmt	For
B.7	Acknowledgment of the end of the mandate as director of Mr. Peter Harf	Non-Voting	
B.8a	Approving the remuneration report for the financial year 2011 as set out in the 2011 annual report, including the executive remuneration policy. the 2011 annual report and remuneration report containing the executive remuneration policy can be reviewed as indicated at the end of this notice	Mgmt	Against
B.8b	Confirming the specified grants of stock	Mgmt	Against

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

options and restricted stock units to executives

B.9	<p>Approval of change of control provisions relating to the updated EMTN programme: approving, in accordance with Article 556 of the Companies Code, (i) Condition 7.5 of the Terms & Conditions (Change of Control Put) of the EUR 15,000,000,000 updated Euro Medium Term Note Programme dated 17 May 2011 of the Company and Brandbrew SA (the "Issuers") and Deutsche Bank AG., London Branch acting as Arranger (the "Updated EMTN Programme"), which may be applicable in the case of notes issued under the Updated EMTN Programme and (ii) any other provision in the Updated EMTN Programme granting rights to third parties which</p>	Mgmt	For
C	<p>Granting powers to Mr. Benoit Loore, VP Legal Corporate, with power to substitute and without prejudice to other delegations of powers to the extent applicable, for the filing with the clerk's office of the commercial court of Brussels of the resolutions referred under item B.9 above and any other filings and publication formalities in relation to the above resolutions</p>	Mgmt	For

APACHE CORPORATION

Agen

Security: 037411105
Meeting Type: Annual
Meeting Date: 24-May-2012
Ticker: APA
ISIN: US0374111054

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: SCOTT D. JOSEY	Mgmt	For
2.	ELECTION OF DIRECTOR: GEORGE D. LAWRENCE	Mgmt	For
3.	ELECTION OF DIRECTOR: RODMAN D. PATTON	Mgmt	For
4.	ELECTION OF DIRECTOR: CHARLES J. PITMAN	Mgmt	For
5.	RATIFICATION OF ERNST & YOUNG LLP AS APACHE'S INDEPENDENT AUDITORS	Mgmt	For
6.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	For
7.	SHAREHOLDER PROPOSAL TO REPEAL APACHE'S CLASSIFIED BOARD OF DIRECTORS	Shr	For

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

 APPLE INC. Agen

Security: 037833100
 Meeting Type: Annual
 Meeting Date: 23-Feb-2012
 Ticker: AAPL
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR WILLIAM V. CAMPBELL TIMOTHY D. COOK MILLARD S. DREXLER AL GORE ROBERT A. IGER ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	A SHAREHOLDER PROPOSAL ENTITLED "CONFLICT OF INTEREST REPORT"	Shr	Against
05	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER SAY ON DIRECTOR PAY"	Shr	Against
06	A SHAREHOLDER PROPOSAL ENTITLED "REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES"	Shr	Against
07	A SHAREHOLDER PROPOSAL ENTITLED "ADOPT A MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS"	Shr	For

 ASTRAZENECA PLC, LONDON Agen

Security: G0593M107
 Meeting Type: AGM
 Meeting Date: 26-Apr-2012
 Ticker:
 ISIN: GB0009895292

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

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

1	To receive the Companys Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2011	Mgmt	For
2	To confirm dividends	Mgmt	For
3	To re-appoint KPMG Audit Plc London as Auditor	Mgmt	For
4	To authorise the Directors to agree the remuneration of the Auditor	Mgmt	For
5.A	To elect or re-elect the following as a Director: Louis Schweitzer	Mgmt	For
5.B	To elect or re-elect the following as a Director: David Brennan	Mgmt	For
5.C	To elect or re-elect the following as a Director: Simon Lowth	Mgmt	For
5.D	To elect or re-elect the following as a Director: Genevieve Berger	Mgmt	For
5.E	To elect or re-elect the following as a Director: Bruce Burlington	Mgmt	For
5.F	To elect or re-elect the following as a Director: Graham Chipchase	Mgmt	For
5.G	To elect or re-elect the following as a Director: Jean-Philippe Courtois	Mgmt	For
5.H	To elect or re-elect the following as a Director: Leif Johansson	Mgmt	For
5.I	To elect or re-elect the following as a Director: Rudy Markham	Mgmt	For
5.J	To elect or re-elect the following as a Director: Nancy Rothwell	Mgmt	For
5.K	To elect or re-elect the following as a Director: Shriti Vadera	Mgmt	For
5.L	To elect or re-elect the following as a Director: John Varley	Mgmt	For
5.M	To elect or re-elect the following as a Director: Marcus Wallenberg	Mgmt	For
6	To approve the Directors Remuneration Report for the year ended 31 December 2011	Mgmt	For
7	To authorise limited EU political donations	Mgmt	For
8	To authorise the Directors to allot shares	Mgmt	For
9	To approve the New SAYE Scheme	Mgmt	For
10	To authorise the Directors to disapply	Mgmt	For

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

pre-emption rights

- | | | | |
|----|---|------|-----|
| 11 | To authorise the Company to purchase its own shares | Mgmt | For |
| 12 | To reduce the notice period for general meetings | Mgmt | For |

PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RESOLUTION 1 AND 5. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting

 AT&T INC.

Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 27-Apr-2012
 Ticker: T
 ISIN: US00206R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1C.	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1G.	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1J.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1K.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	AMEND CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	POLITICAL CONTRIBUTIONS REPORT.	Shr	Against

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

- | | | | |
|----|------------------------------------|-----|---------|
| 6. | LIMIT WIRELESS NETWORK MANAGEMENT. | Shr | Against |
| 7. | INDEPENDENT BOARD CHAIRMAN. | Shr | For |

 AVALONBAY COMMUNITIES, INC.

 Agen

Security: 053484101
 Meeting Type: Annual
 Meeting Date: 23-May-2012
 Ticker: AVB
 ISIN: US0534841012

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR BRYCE BLAIR ALAN B. BUCKELEW 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
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT.	Mgmt	For
4.	TO CAST A VOTE ON A STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF THE PROPOSAL IS PROPERLY PRESENTED AT THE ANNUAL MEETING OF STOCKHOLDERS. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" ABOVE PROPOSAL 4.	Shr	Against

 AXA SA, PARIS

 Agen

Security: F06106102
 Meeting Type: MIX

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

Meeting Date: 25-Apr-2012
 Ticker:
 ISIN: FR0000120628

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2012/0217/201202171200387.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2012/0316/201203161200914.pdf	Non-Voting	
0.1	Approval of the corporate financial statements for the financial year ended December 31, 2011	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year ended December 31, 2011	Mgmt	For
0.3	Allocation of income for the financial year 2011, and setting the dividend at EUR 0.69 per share	Mgmt	For
0.4	Special report of the Statutory Auditors on regulated Agreements	Mgmt	For
0.5	Renewal of term of Mr. Francois Martineau as Board member	Mgmt	For
0.6	Appointment of Mr. Stefan Lippe as Board member	Mgmt	For
0.7	Appointment of Mrs. Doina Palici-Chehab as Board member upon proposal by employee shareholders of AXA Group	Mgmt	For

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

0.8	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Mrs. Fewzia Allaouat as Board member upon proposal by employee shareholders of AXA Group	Shr	Against
0.9	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Mr. Olivier Dot as Board member upon proposal by employee shareholders of AXA Group	Shr	Against
0.10	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Mr. Herbert Fuchs as Board member upon proposal by employee shareholders of AXA Group	Shr	Against
0.11	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Mr. Denis Gouyou-Beauchamps as Board member upon proposal by employee shareholders of AXA Group	Shr	Against
0.12	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Mr. Thierry Jousset as Board member upon proposal by employee shareholders of AXA Group	Shr	Against
0.13	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Mr. Rodney Koch as Board member upon proposal by employee shareholders of AXA Group	Shr	Against
0.14	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: appointment of Mr. Emmanuel Rame as Board member upon proposal by employee shareholders of AXA Group	Shr	Against
0.15	Renewal of term of the firm PricewaterhouseCoopers Audit as principal Statutory Auditor	Mgmt	For
0.16	Appointment of Mr. Yves Nicolas as deputy Statutory Auditor	Mgmt	For
0.17	Authorization granted to the Board of Directors to purchase common shares of the Company	Mgmt	For
E.18	Delegation of powers granted to the Board of Directors to increase share capital by issuing common shares or securities providing access to common shares of the Company reserved for members of a company savings plan	Mgmt	For
E.19	Delegation of powers granted to the Board of Directors to increase share capital by issuing common shares without preferential subscription rights in favor of a specified category of beneficiaries	Mgmt	For

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

E.20	Authorization granted to the Board of Directors to reduce share capital by cancellation of common shares	Mgmt	For
E.21	Amendment to the Statutes relating to agreements involving common operations and concluded under standard conditions	Mgmt	Against
E.22	Amendment to the Statutes relating to electronic signature	Mgmt	For
E.23	Powers to carry out all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

BANCO BILBAO VIZCAYA ARGENTARIA SA, BILBAO

Agen

Security: E11805103
Meeting Type: AGM
Meeting Date: 15-Mar-2012
Ticker:
ISIN: ES0113211835

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 16 MAR 2012. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
1	Examination and approval of the annual financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and annual report) and the management reports for Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group. Allocation of profits. Approval of corporate management. All these refer to the year ending 31st December 2011	Mgmt	For
2.1	Re-election of Mr Jose Antonio Fernandez Rivero	Mgmt	For
2.2	Re-election of Mr Jose Maldonado Ramos	Mgmt	For
2.3	Re-election of Mr Enrique Medina Fernandez	Mgmt	For

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

2.4	Ratification and appointment of Mr Juan Pi Llorens	Mgmt	For
2.5	Appointment of Ms Belen Garijo Lopez	Mgmt	For
3	Conferral of authority on the Board of Directors, pursuant to article 297.1.b) of the Corporate Enterprise Act, to increase share capital, over a five year period, up to a maximum amount corresponding to 50% of the Company's share capital on the date of the authorisation, on one or several occasions, to the amount that the Board decides, by issuing new ordinary or privileged shares, with or without voting rights, including redeemable shares, or shares of any other kind permitted by law, expressly envisaging the possibility of incomplete subscription	Mgmt	For
4.1	Increase the share capital by the amount to be determined according to the terms of the resolution, by issuance of new ordinary shares each with a nominal value of forty-nine euro cents (EUR 0.49), without issue premium, of the same class and series as the shares currently outstanding, to be charged to voluntary reserves coming from undistributed earnings, expressly envisaging the possibility of incomplete subscription of the capital increase. Conferral of authority on the Board of Directors to set the conditions of the increase insofar as these are not established by this General	Mgmt	For
CONT	CONTD shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges, under the continuous market system (Sistema de Interconexion Bursatil), and trading on the non-Spanish stock exchanges on which the Banco Bilbao Vizcaya Argentaria, S.A. shares are already listed, in the form required by each one	Non-Voting	
4.2	Increase the share capital by the amount to be determined according to the terms of the resolution, by issuance of new ordinary shares each with a nominal value of forty-nine euro cents (EUR 0.49), without issue premium, of the same class and series as the shares currently outstanding, to be charged to voluntary reserves coming from undistributed earnings, expressly envisaging the possibility of incomplete subscription of the capital increase. Conferral of authority on the Board of Directors to set the conditions of the increase insofar as these are not established by this General	Mgmt	For

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

CONT	<p>CONTD shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges, under the continuous market system (Sistema de Interconexion Bursatil), and trading on the non-Spanish stock exchanges on which the Banco Bilbao Vizcaya Argentaria, S.A. shares are already listed, in the form required by each one</p>	Non-Voting	
5	<p>Confer authority on the Board of Directors, for a maximum period of 5 years, to issue securities convertible into and/or exchangeable for shares of the Company up to a maximum value of EUR 12,000,000,000 (Twelve Billion Euros), and authority to exclude or not exclude pre-emptive subscription rights as established in article 511 of the Corporate Enterprise Act; establish the bases and modalities of the conversion and increase in share capital by the amount necessary, amending article 5 of the Company Bylaws where applicable</p>	Mgmt	For
6.1	<p>Approval of the modification of the settlement and payment system of the Multi-Year Variable Share Remuneration Programme for 2010/2011, approved by the General Meeting, 12th March 2010, in compliance with the requirements established to such effect under Royal Decree 771/2011, 3rd June</p>	Mgmt	For
6.2	<p>Approval of the conditions of the variable scheme of remuneration with BBVA shares for 2012 for the Group's management, including executive directors and members of the senior management</p>	Mgmt	For
7.1	<p>Approval of the amendment to the following articles in the Company Bylaws in order to adapt them to the Corporate Enterprise Act, in the wording given under Act 25/2011, 1st August: article 20. Notice of meeting (to include a new paragraph on the request for a supplement to the notice of meeting and new resolution proposals, pursuant to article 519 of the Corporate Enterprise Act); article 21. Form and content of the notice of meeting (to include the new measures for disseminating the announcement pursuant to article 516 of the Corporate Enterprise Act); article 29. Shareholders' right to</p>	Mgmt	For
CONT	<p>CONTD article 40. Board meetings and notice of meetings (to include a new paragraph on the calling of the meeting by one third of the directors pursuant to article 246.2 of the Corporate Enterprise Act); and article 41. Quorum and adoption of resolutions (to adapt it to article 247</p>	Non-Voting	

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

	of the	Corporate Enterprise Act)		
7.2	Approve the amendment of article 53 of the Company Bylaws on the Allocation of profit or losses (to eliminate sections a), b) and c) and to adapt it to the provisions of article 273 of the Corporate Enterprise Act) and inclusion of a new article 33 bis Remuneration (regarding the directors' remuneration system); and consequently, determination of the annual allocation		Mgmt	For
8	Approve the amendment of the following articles of the General Meeting Regulations to adapt them to the Corporate Enterprise Act, in the wording given under Act 25/2011, 1st August, and to adjust them to the wording of the Company Bylaws following the adoption of the previous resolution: article 5. Publication of the notice of meeting (to adapt it to articles 516, 517 and 518 of the Corporate Enterprise Act, regarding the media for disseminating the announcement; the content of the notice of meeting and the information to be published on the Company website); article 6.		Mgmt	For
CONT	CONTD the wording); article 9. Proxies for the General Meeting (to adapt it to article 522 of the Corporate Enterprise Act); article 10. Public call for proxy (to adapt it to articles 523 and 526 of the Corporate Enterprise Act); article 18. Organisation of General Meetings (to adapt it to article 29 of the Company Bylaws and article 520 of the Corporate Enterprise Act); article 19. Voting the resolution proposals (to include rules on the order of voting on the new resolution proposals and on voting by financial intermediaries) and article 23. Publicising the resolutions (to include the publication of the		Non-Voting	
CONT	CONTD Bylaws and article 519 of the Corporate Enterprise Act)		Non-Voting	
9	Re-election of the firm to audit the accounts of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group in 2012		Mgmt	For
10	Conferral of authority on the Board of Directors, which may in turn delegate said authority, to formalise, correct, interpret and implement the resolutions adopted by the General Meeting		Mgmt	For
11	Consultative vote on the Report on the BBVA Board of Directors remuneration policy		Mgmt	For

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

PLEASE BE AWARE THERE IS A MINIMUM OF
SHARES TO ASSIST TO THE MEETING WHICH IS
500.THANK YOU.

Non-Voting

PLEASE NOTE THAT THIS IS A REVISION DUE TO
CHANGE IN RECORD DATE FROM 09 MAR 12 TO 08
MAR 12 AND RECEIPT OF ADDITIONAL COMMENT.
IF YOU HAVE ALREADY SENT IN YOUR VOTES,
PLEASE DO NOT RETURN THIS PROXY FORM UNLESS
YOU DECIDE TO AMEND YOUR ORIGINAL
INSTRUCTIONS. THANK YOU.

Non-Voting

BANCO SANTANDER SA, SANTANDER

Agen

Security: E19790109
Meeting Type: OGM
Meeting Date: 30-Mar-2012
Ticker:
ISIN: ES0113900J37

Prop.#	Proposal	Proposal Type	Proposal Vote
1.A	Examination and, if appropriate, approval of the annual accounts (balance sheet, profit and loss statement, statement of recognised income and expense, statement of changes in total equity, cash flow statement, and notes) of Banco Santander, S.A. and its consolidated Group, all with respect to the Financial Year ended 31 December 2011	Mgmt	For
1.B	Examination and, if appropriate, approval of the corporate management for Financial Year 2011	Mgmt	For
2	Application of results obtained during Financial Year 2011	Mgmt	For
3.a	Appointment of Ms Esther Gimenez-Salinas i Colomer	Mgmt	For
3.b	Ratification of the appointment and re-election of Mr Vittorio Corbo Lioi	Mgmt	Against
3.c	Re-election of Mr Juan Rodriguez Inciarte	Mgmt	Against
3.d	Re-election of Mr Emilio Botin-Sanz de Sautuola y Garcia de los Rios	Mgmt	Against
3.e	Re-election of Mr Matias Rodriguez Inciarte	Mgmt	Against
3.f	Re-election of Mr Manuel Soto Serrano	Mgmt	Against
4	To re-elect the firm Deloitte, S.L., with a registered office in Madrid, at Plaza Pablo	Mgmt	For

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

Ruiz Picasso, 1, Torre Picasso, and Tax ID Code B-79104469, as Auditor of Accounts for verification of the annual accounts and management report of the Bank and of the consolidated Group for Financial Year 2012

5.a	Amendment of Articles 22 (types of general shareholders' meetings), 23 (power and duty to call a meeting), 24 (call of a general shareholders' meeting), 27 (attendance at the general shareholders' meeting by proxy), 31 (right to receive information) and 61 (website)	Mgmt	For
5.b	Amendment of Article 69 (supervening assets and liabilities)	Mgmt	For
6.a	Amendment of Articles 4 (call to the general shareholders' meeting), 5 (announcement of the call to meeting), 6 (information available as of the date of the call to meeting), 7 (right to receive information prior to the holding of the general shareholders' meeting) and 8 (proxies)	Mgmt	For
6.b	Amendment of Articles 18 (information), 19 (proposals), 21 (voting on proposed resolutions) 22 (fractional voting) and 26 (publication of resolutions)	Mgmt	For
7	Delegation to the Board of Directors of the power to carry out the resolution to be adopted by the shareholders at the Meeting to increase the share capital pursuant to the provisions of Section 297.1.a) of the Spanish Capital Corporations Law, depriving of effect the authorisation granted by means of Resolution Seven adopted by the shareholders at the Ordinary General Shareholders' Meeting of 17 June 2011	Mgmt	For
8	Authorisation to the Board of Directors such that, pursuant to the provisions of Section 297.1.b) of the Spanish Capital Corporations Law, it may increase the share capital on one or more occasions and at any time, within a period of three years, by means of cash contributions and by a maximum nominal amount of 2,269,213,350 Euros, all upon such terms and conditions as it deems appropriate, depriving of effect, to the extent of the unused amount, the authorisation granted under resolution Seven II) adopted at the Ordinary General Shareholders' Meeting of 19 June 2009. Delegation of the power to exclude	Mgmt	For
9.a	Increase in share capital by such amount as may be determined pursuant to the terms of the resolution, by means of the issuance of new ordinary shares having a par value of	Mgmt	For

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

	<p>one-half (0.5) Euro each, with no share premium, of the same class and series as those that are currently outstanding, with a charge to reserves. Offer to acquire free allotment rights at a guaranteed price and power to use voluntary reserves from retained earnings for such purpose. Express provision for the possibility of less than full allotment. Delegation of powers to the Board of Directors, which may in turn delegate such powers to the Executive</p>		
9.b	<p>Increase in share capital by such amount as may be determined pursuant to the terms of the resolution by means of the issuance of new ordinary shares having a par value of one-half (0.5) Euro each, with no share premium, of the same class and series as those that are currently outstanding, with a charge to reserves. Offer to purchase free allotment rights at a guaranteed price. Express provision for the possibility of less than full allotment. Delegation of powers to the Board of Directors, which may in turn delegate such powers to the Executive Committee, to establish the terms and conditions of the</p>	Mgmt	For
9.c	<p>Increase in share capital by such amount as may be determined pursuant to the terms of the resolution by means of the issuance of new ordinary shares having a par value of one-half (0.5) Euro each, with no share premium, of the same class and series as those that are currently outstanding, with a charge to reserves. Offer to acquire free allotment rights at a guaranteed price. Express provision for the possibility of less than full allotment. Delegation of powers to the Board of Directors, which may in turn delegate such powers to the Executive Committee, to establish the terms and conditions of the increase as to all</p>	Mgmt	For
9.d	<p>Increase in share capital by such amount as may be determined pursuant to the terms of the resolution by means of the issuance of new ordinary shares having a par value of one-half (0.5) euro each, with no share premium, of the same class and series as those that are currently outstanding, with a charge to reserves. Offer to acquire free allotment rights at a guaranteed price. Express provision for the possibility of less than full allotment. Delegation of powers to the Board of Directors, which may in turn delegate such powers to the Executive Committee, to establish the terms and conditions of the increase as to all</p>	Mgmt	For
10.a	<p>Delegation to the Board of Directors of the power to issue fixed-income securities,</p>	Mgmt	For

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

preferred interests or debt instruments of a similar nature (including warrants) that are convertible into and/or exchangeable for shares of the Company. Establishment of the standards for determining the basis and methods for the conversion and/or exchange and grant to the Board of Directors of the power to increase share capital by the required amount, as well as to exclude the pre-emptive rights of shareholders. To deprive of effect, to the extent not used, the delegation of powers approved by resolution Nine A II) of the shareholders

10.b	Delegation to the Board of Directors of the power to issue fixed-income securities, preferred interests or debt instruments of a similar nature (including certificates, promissory notes and warrants) that are not convertible into shares	Mgmt	For
10.c	Possibility of voluntary early conversion of the mandatorily convertible debentures issued by Banco Santander, S.A. in 2007	Mgmt	For
11.a	Second cycle of the Deferred and Conditional Variable Remuneration Plan	Mgmt	For
11.b	Third cycle of the Deferred and Conditional Share Plan	Mgmt	For
11.c	Incentive plan for employees of Santander UK plc and other companies of the Group in the United Kingdom by means of options on shares of the Bank linked to the contribution of periodic monetary amounts and to certain continuity requirements	Mgmt	For
12	Authorisation to the Board of Directors to interpret, remedy, supplement, carry out and further develop the resolutions adopted by the shareholders at the Meeting, as well as to delegate the powers received from the shareholders at the Meeting, and grant of powers to convert such resolutions into notarial instruments	Mgmt	For
13	Annual report on director remuneration policy	Mgmt	For

BARCLAYS PLC, LONDON

Agen

Security: G08036124
Meeting Type: AGM
Meeting Date: 27-Apr-2012
Ticker:
ISIN: GB0031348658

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1	That the Reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2011, now laid before the meeting, be received	Mgmt	For
2	That the Remuneration Report for the year ended 31 December 2011, now laid before the meeting, be approved	Mgmt	For
3	That Marcus Agius be re-elected a Director of the Company	Mgmt	For
4	That David Booth be re-elected a Director of the Company	Mgmt	For
5	That Alison Carnwath be re-elected a Director of the Company	Mgmt	For
6	That Fulvio Conti be re-elected a Director of the Company	Mgmt	For
7	That Bob Diamond be re-elected a Director of the Company	Mgmt	For
8	That Simon Fraser be re-elected a Director of the Company	Mgmt	For
9	That Reuben Jeffery III be re-elected a Director of the Company	Mgmt	For
10	That Sir Andrew Likierman be re-elected a Director of the Company	Mgmt	For
11	That Chris Lucas be re-elected a Director of the Company	Mgmt	For
12	That Dambisa Moyo be re-elected a Director of the Company	Mgmt	For
13	That Sir Michael Rake be re-elected a Director of the Company	Mgmt	For
14	That Sir John Sunderland be re-elected a Director of the Company	Mgmt	For
15	That PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, be reappointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company	Mgmt	For
16	That the Directors be authorised to set the remuneration of the auditors	Mgmt	For
17	That, in accordance with section 366 of the	Mgmt	For

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

Companies Act 2006 (the 'Act') the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are hereby authorised to: (a) make political donations to political organisations not exceeding GBP 25,000 in total; and (b) incur political expenditure not exceeding GBP 100,000 in total, in each case during the period commencing on the date of this resolution and ending on the date of the Annual General Meeting of the Company to be held in 2013 or on 30 June 2013, whichever is the earlier, provided

- | | | | |
|----|--|------|-----|
| 18 | That, in substitution for all existing authorities, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to: (a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of GBP 1,056,812,142, USD 77,500,000, EUR 40,000,000 and YEN 4,000,000,000; and (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of GBP 2,033,624,284 (such | Mgmt | For |
| 19 | That, in substitution for all existing powers, and subject to the passing of resolution 18, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority granted by resolution 18 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited: (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case | Mgmt | For |
| 20 | That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) on the London Stock Exchange of up to an aggregate of 1,220,174,570 ordinary shares of 25p each in its capital, and may hold such shares as treasury shares, provided that: (a) the minimum price (exclusive of expenses) which may be paid for each ordinary share is not less than 25p; (b) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of (i) 105% of the average | Mgmt | For |

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

21 That the Directors be and are hereby Mgmt For
 authorised to call general meetings (other
 than an AGM) on not less than 14 clear
 days' notice, such authority to expire at
 the end of the AGM of the Company to be
 held in 2013 or the close of business on 30
 June 2013, whichever is the earlier

 BASF SE, LUDWIGSHAFEN/RHEIN

 Agen

Security: D06216317
 Meeting Type: AGM
 Meeting Date: 27-Apr-2012
 Ticker:
 ISIN: DE000BASF111

Prop.#	Proposal	Proposal Type	Proposal Vote
	<p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF</p>	Non-Voting	
	<p>For German registered shares, the shares have to be registered within the company's shareholder book. Depending on the processing of the local sub custodian if a client wishes to withdraw its voting instruction due to intentions to trade/lend their stock, a Take No Action vote must be received by the vote deadline as displayed on ProxyEdge to facilitate de-registration of shares from the company's shareholder book. Any Take No Action votes received after the vote deadline will only be forwarded and processed on a best effort basis. Please contact your client services representative if you require further</p>	Non-Voting	
	<p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 12.04.2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION).</p>	Non-Voting	

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

IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.

- | | | | |
|----|---|------------|-----|
| 1. | Presentation of the approved Financial Statements of BASF SE and the approved Consolidated Financial Statements of the BASF Group for the financial year 2011; presentation of the Management's Analyses of BASF SE and the BASF Group for the financial year 2011 including the explanatory reports on the data according to Section 289 (4) and Section 315 (4) of the German Commercial Code; presentation of the Report of the Supervisory Board. | Non-Voting | |
| 2. | Adoption of a resolution on the appropriation of profit | Mgmt | For |
| 3. | Adoption of a resolution giving formal approval to the actions of the members of the Supervisory Board | Mgmt | For |
| 4. | Adoption of a resolution giving formal approval to the actions of the members of the Board of Executive Directors | Mgmt | For |
| 5. | Election of the auditor for the financial year 2012 | Mgmt | For |
| 6. | Authorization to buy back shares and put them to further use including the authorization to redeem bought-back shares and reduce capital | Mgmt | For |
| 7. | Resolution on the amendment of Article 17 of the Statutes | Mgmt | For |

BAYER AG, LEVERKUSEN

Agen

Security: D0712D163
 Meeting Type: AGM
 Meeting Date: 27-Apr-2012
 Ticker:
 ISIN: DE000BAY0017

- | Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE | Non-Voting | |

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

EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF

For German registered shares, the shares have to be registered within the company's shareholder book. Depending on the processing of the local sub custodian if a client wishes to withdraw its voting instruction due to intentions to trade/lend their stock, a Take No Action vote must be received by the vote deadline as displayed on ProxyEdge to facilitate de-registration of shares from the company's shareholder book. Any Take No Action votes received after the vote deadline will only be forwarded and processed on a best effort basis. Please contact your client services representative if you require further

Non-Voting

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 12.04.2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.

Non-Voting

- | | | | |
|-----|---|------|-----|
| 1. | Presentation of the adopted annual financial statements and the approved consolidated financial statements, the Combined Management Report, the report of the Supervisory Board, the explanatory report by the Board of Management on takeover-related disclosures, and the proposal by the Board of Management on the appropriation of distributable profit for the fiscal year 2011. Resolution on the appropriation of distributable profit. | Mgmt | For |
| 2. | Ratification of the actions of the members of the Board of Management | Mgmt | For |
| 3. | Ratification of the actions of the members of the Supervisory Board | Mgmt | For |
| 4.A | Supervisory Board elections: Dr. Manfred Schneider, (until September 30, 2012) | Mgmt | For |
| 4.B | Supervisory Board elections: Werner Wenning, (from October 1, 2012) | Mgmt | For |
| 4.C | Supervisory Board elections: Dr. Paul | Mgmt | For |

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

	Achleitner		
4.D	Supervisory Board elections: Dr. Clemens Boersig	Mgmt	For
4.E	Supervisory Board elections: Thomas Ebeling	Mgmt	For
4.F	Supervisory Board elections: Dr. rer. pol. Klaus Kleinfeld	Mgmt	For
4.G	Supervisory Board elections: Dr. rer. nat. Helmut Panke	Mgmt	For
4.H	Supervisory Board elections: Sue H. Rataj	Mgmt	For
4.I	Supervisory Board elections: Prof. Dr.-Ing. Ekkehard D. Schulz, (until AGM 2014)	Mgmt	For
4.J	Supervisory Board elections: Dr. Klaus Sturany	Mgmt	For
4.K	Supervisory Board elections: Prof. Dr. Dr. h. c. mult. Ernst-Ludwig Winnacker, (until AGM 2014)	Mgmt	For
5.	Amendment to the Articles of Incorporation concerning compensation of the Supervisory Board (Article 12 of the Articles of Incorporation)	Mgmt	For
6.	Election of the auditor of the financial statements and for the review of the half-yearly financial report	Mgmt	For

BAYERISCHE MOTORENWERKE AG BMW, MUENCHEN

Agen

Security: D12096109
 Meeting Type: AGM
 Meeting Date: 16-May-2012
 Ticker:
 ISIN: DE0005190003

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT	Non-Voting	

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

YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF

PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 25.04.2012, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE-1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.

Non-Voting

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 01.05.2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.

Non-Voting

- | | | | |
|----|---|------------|-----|
| 1. | Presentation of the Company Financial Statements and the Group Financial Statements for the financial year ended 31 December 2011, as approved by the Supervisory Board, together with the Combined Company and Group Management Report, the Explanatory Report of the Board of Management on the information required pursuant to section 289 (4) and section 315 (4) and section 289 and section 315 (2) no. 5 HGB (German Commercial Code) and the Report of the Supervisory Board | Non-Voting | |
| 2. | Resolution on the utilisation of unappropriated profit | Mgmt | For |
| 3. | Ratification of the acts of the Board of Management | Mgmt | For |
| 4. | Ratification of the acts of the Supervisory Board | Mgmt | For |
| 5. | Election of the auditor: KPMG AG Wirtschaftspr fungsgesellschaft, Berlin | Mgmt | For |
| 6. | Resolution on the approval of the compensation system for members of the Board of Management for financial years from 1 January 2011 onwards | Mgmt | For |

BEAM INC.

Agent

Security: 073730103
Meeting Type: Annual
Meeting Date: 24-Apr-2012
Ticker: BEAM

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

ISIN: US0737301038

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANN F. HACKETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT A. STEELE	Mgmt	For
1G.	ELECTION OF DIRECTOR: PETER M. WILSON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	APPROVAL OF THE BEAM INC. 2012 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	RE-APPROVAL OF THE ANNUAL EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For

BG GROUP PLC

Agen

Security: G1245Z108
 Meeting Type: AGM
 Meeting Date: 16-May-2012
 Ticker:
 ISIN: GB0008762899

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Accept Financial Statements and Statutory Reports	Mgmt	For
2	Approve Remuneration Report	Mgmt	For
3	Approve Final Dividend	Mgmt	For
4	Elect Vivienne Cox as Director	Mgmt	For
5	Elect Chris Finlayson as Director	Mgmt	For
6	Elect Andrew Gould as Director	Mgmt	For

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

7	Re-elect Peter Backhouse as Director	Mgmt	For
8	Re-elect Fabio Barbosa as Director	Mgmt	For
9	Re-elect Sir Frank Chapman as Director	Mgmt	For
10	Re-elect Baroness Hogg as Director	Mgmt	For
11	Re-elect Dr John Hood as Director	Mgmt	For
12	Re-elect Martin Houston as Director	Mgmt	For
13	Re-elect Caio Koch-Weser as Director	Mgmt	For
14	Re-elect Sir David Manning as Director	Mgmt	For
15	Re-elect Mark Seligman as Director	Mgmt	For
16	Re-elect Patrick Thomas as Director	Mgmt	For
17	Re-elect Philippe Varin as Director	Mgmt	For
18	Re-appoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For
19	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For
20	Approve EU Political Donations and Expenditure	Mgmt	For
21	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	For
22	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For
23	Authorise Market Purchase	Mgmt	For
24	Authorise the Company to Call EGM with Two Weeks' Notice	Mgmt	For

 BHP BILLITON LIMITED

Agen

 Security: 088606108
 Meeting Type: Annual
 Meeting Date: 17-Nov-2011
 Ticker: BHP
 ISIN: US0886061086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE 2011 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For

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

02	TO ELECT LINDSAY MAXSTED AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
03	TO ELECT SHRITI VADERA AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
04	TO RE-ELECT MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
05	TO RE-ELECT JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
06	TO RE-ELECT CARLOS CORDEIRO AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
07	TO RE-ELECT DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
08	TO RE-ELECT CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
09	TO RE-ELECT MARIUS KLOPPERS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
10	TO RE-ELECT WAYNE MURDY AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
11	TO RE-ELECT KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
12	TO RE-ELECT JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
13	TO RE-ELECT JACQUES NASSER AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
14	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Mgmt	For
15	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Mgmt	For
16	TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH	Mgmt	For
17	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Mgmt	For
18	TO APPROVE THE 2011 REMUNERATION REPORT	Mgmt	For
19	TO APPROVE TERMINATION BENEFITS FOR GROUP MANAGEMENT COMMITTEE MEMBERS	Mgmt	For
20	TO APPROVE THE GRANT OF AWARDS TO MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Mgmt	For

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

BNP PARIBAS, PARIS

Agen

Security: F1058Q238
 Meeting Type: MIX
 Meeting Date: 23-May-2012
 Ticker:
 ISIN: FR0000131104

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: http://www.journal-officiel.gouv.fr//pdf/2012/0312/201203121200812.pdf AND http://balo.journal-officiel.gouv.fr/pdf/2012/0420/201204201201582.pdf	Non-Voting	
0.1	Approval of the corporate financial statements for the financial year 2011	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year 2011	Mgmt	For
0.3	Allocation of income for the financial year ended December 31, 2011 and distribution of the dividend	Mgmt	For
0.4	Special report of the Statutory Auditors on the agreements and commitments pursuant to Articles L.225-38 et seq. of the Commercial Code, and approval of the agreements and commitments therein, including those concluded between a company and its corporate officers and also between companies of a group with common corporate officers	Mgmt	For

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

0.5	Authorization for BNP Paribas to repurchase its own shares	Mgmt	For
0.6	Renewal of terms of Deloitte & Associates as principal Statutory Auditor and BEAS as deputy Statutory Auditor	Mgmt	For
0.7	Renewal of terms of Mazars as principal Statutory Auditor and Michel Barbet-Massin as deputy Statutory Auditor	Mgmt	For
0.8	Renewal of terms of PricewaterhouseCoopers Audit as principal Statutory Auditor and appointment of Anik Chaumartin as deputy Statutory Auditor	Mgmt	For
0.9	Renewal of term of Mr. Denis Kessler as Board member	Mgmt	Against
0.10	Renewal of term of Mrs. Laurence Parisot as Board member	Mgmt	For
0.11	Renewal of term of Mr. Michel Pebereau as Board member	Mgmt	Against
0.12	Appointment of Mr. Pierre-Andre de Chalendar as Board member	Mgmt	For
E.13	Issuance while maintaining preferential subscription rights of common share and securities providing access to capital or entitling to the allotment of debt securities	Mgmt	For
E.14	Issuance with cancellation of preferential subscription rights of common share and securities providing access to capital or entitling to the allotment of debt securities	Mgmt	For
E.15	Issuance with cancellation of preferential subscription rights of common share and securities providing access to capital, in consideration for share contributions from public exchange offers	Mgmt	For
E.16	Issuance with cancellation of preferential subscription rights of common share or securities providing access to capital, in consideration for share contributions within the limit of 10% of capital	Mgmt	For
E.17	Overall limitation of authorizations to issue shares with cancellation of preferential subscription rights	Mgmt	For
E.18	Capital increase by incorporation of reserves or profits, issuance or contribution premiums	Mgmt	For
E.19	Overall limitation of authorizations to issue shares while maintaining or	Mgmt	For

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

	cancelling preferential subscription rights		
E.20	Authorization to be granted to the Board of Directors to carry out operations reserved for members of a Company Savings Plan of the BNP Paribas Group which may take the form of capital increase and/or transfer of reserved shares	Mgmt	For
E.21	Authorization to be granted to the Board of Directors to reduce capital by cancellation of shares	Mgmt	For
E.22	Powers to the bearer of an original, a copy or an extract of the minutes of this Combined General Meeting to carry out all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

 BOSTON PROPERTIES, INC.

Agen

 Security: 101121101
 Meeting Type: Annual
 Meeting Date: 15-May-2012
 Ticker: BXP
 ISIN: US1011211018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LAWRENCE S. BACOW	Mgmt	For
1B	ELECTION OF DIRECTOR: ZOE BAIRD BUDINGER	Mgmt	For
1C	ELECTION OF DIRECTOR: DOUGLAS T. LINDE	Mgmt	For
1D	ELECTION OF DIRECTOR: MATTHEW J. LUSTIG	Mgmt	For
1E	ELECTION OF DIRECTOR: ALAN J. PATRICOF	Mgmt	For
1F	ELECTION OF DIRECTOR: MARTIN TURCHIN	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID A. TWARDOCK	Mgmt	For
2	TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3	TO APPROVE THE BOSTON PROPERTIES, INC. 2012 STOCK OPTION AND INCENTIVE PLAN.	Mgmt	For

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

4	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
---	--	------	-----

BP PLC, LONDON

Agen

Security: G12793108
 Meeting Type: AGM
 Meeting Date: 12-Apr-2012
 Ticker:
 ISIN: GB0007980591

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Report and Accounts	Mgmt	For
2	Directors' Remuneration Report	Mgmt	For
3	To re-elect Mr R W Dudley as a Director	Mgmt	For
4	To re-elect Mr I C Conn as a Director	Mgmt	For
5	To elect Dr B Gilvary as a Director	Mgmt	For
6	To re-elect Dr B E Grote as a Director	Mgmt	For
7	To re-elect Mr P M Anderson as a Director	Mgmt	For
8	To re-elect Mr F L Bowman as a Director	Mgmt	For
9	To re-elect Mr A Burgmans as a Director	Mgmt	For
10	To re-elect Mrs C B Carroll as a Director	Mgmt	For
11	To re-elect Mr G David as a Director	Mgmt	For
12	To re-elect Mr I E L Davis as a Director	Mgmt	For
13	To elect Professor Dame Ann Dowling as a Director	Mgmt	For
14	To re-elect Mr B R Nelson as a Director	Mgmt	For
15	To re-elect Mr F P Nhleko as a Director	Mgmt	For
16	To elect Mr A B Shilston as a Director	Mgmt	For
17	To re-elect Mr C-H Svanberg as a Director	Mgmt	For
18	To reappoint Ernst & Young LLP as auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorize the Directors to fix	Mgmt	For

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

	the auditors' remuneration		
19	Share buyback	Mgmt	For
20	Directors' authority to allot shares (Section 551)	Mgmt	For
21	Directors' authority to allot shares (Section 561)	Mgmt	For
22	Notice of general meetings	Mgmt	For

 BRITISH AMERICAN TOBACCO PLC, LONDON

Agen

Security: G1510J102
 Meeting Type: AGM
 Meeting Date: 26-Apr-2012
 Ticker:
 ISIN: GB0002875804

Prop.#	Proposal	Proposal Type	Proposal Vote
1.0.1	Receipt of the 2011 Report and Accounts	Mgmt	For
2.0.2	Approval of the 2011 Remuneration Report	Mgmt	For
3.0.3	Declaration of the final dividend for 2011	Mgmt	For
4.0.4	Re-appointment of the Auditors: PricewaterhouseCoopers LLP	Mgmt	For
5.0.5	Authority for the Directors to agree the Auditors' remuneration	Mgmt	For
6.0.6	Re-election of Richard Burrows as a Director (N)	Mgmt	For
7.0.7	Re-election of John Daly as a Director	Mgmt	For
8.0.8	Re-election of Karen de Segundo as a Director (C, N, R)	Mgmt	For
9.0.9	Re-election of Nicandro Durante as a Director	Mgmt	For
10010	Re-election of Robert Lerwill as a Director (A, N, R)	Mgmt	For
11011	Re-election of Christine Morin-Postel as a Director (N, R)	Mgmt	For
12012	Re-election of Gerry Murphy as a Director (C, N, R)	Mgmt	For
13013	Re-election of Kieran Poynter as a Director (C, N, R)	Mgmt	For

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

14014	Re-election of Anthony Ruys as a Director (A, N, R)	Mgmt	For
15015	Re-election of Sir Nicholas Scheele as a Director (A, N, R)	Mgmt	For
16016	Re-election of Ben Stevens as a Director	Mgmt	For
17017	Election of Ann Godbehere as a Director (C, N, R) who has been appointed since the last Annual General Meeting	Mgmt	For
18018	Renewal of the Directors' authority to allot shares	Mgmt	For
19S.1	Renewal of the Directors' authority to disapply pre-emption rights	Mgmt	For
20S.2	Authority for the Company to purchase its own shares	Mgmt	For
21S.3	Notice period for General Meetings, may be called on not less than 14 days notice	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RESOLUTION 8 AND 20 AND RECEIPT OF AUDITOR NAME. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

 CELGENE CORPORATION

Agen

Security: 151020104
 Meeting Type: Annual
 Meeting Date: 13-Jun-2012
 Ticker: CELG
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	ROBERT J. HUGIN	Mgmt	For
	R.W. BARKER, D. PHIL.	Mgmt	For
	MICHAEL D. CASEY	Mgmt	For
	CARRIE S. COX	Mgmt	For
	RODMAN L. DRAKE	Mgmt	For
	M.A. FRIEDMAN, M.D.	Mgmt	For
	GILLA KAPLAN, PH.D.	Mgmt	For
	JAMES J. LOUGHLIN	Mgmt	For
	ERNEST MARIO, PH.D.	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED	Mgmt	For

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

PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR
ENDING DECEMBER 31, 2012.

- | | | | |
|----|---|------|-----|
| 3. | APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN. | Mgmt | For |
| 4. | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT. | Shr | For |

CENTURYLINK, INC.

Agen

Security: 156700106
Meeting Type: Annual
Meeting Date: 23-May-2012
Ticker: CTL
ISIN: US1567001060

- | Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------------------|--------------------------|
| 1A. | APPROVE CHARTER AMENDMENT TO DECLASSIFY OUR BOARD OF DIRECTORS. | Mgmt | For |
| 1B. | APPROVE CHARTER AMENDMENT TO INCREASE OUR AUTHORIZED SHARES. | Mgmt | For |
| 2. | DIRECTOR
FRED R. NICHOLS
HARVEY P. PERRY
LAURIE A. SIEGEL
JOSEPH R. ZIMMEL | Mgmt
Mgmt
Mgmt
Mgmt | For
For
For
For |
| 3. | RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2012. | Mgmt | For |
| 4. | ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION. | Mgmt | For |
| 5A. | SHAREHOLDER PROPOSAL REGARDING BONUS DEFERRALS. | Shr | For |
| 5B. | SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED RESTRICTED STOCK. | Shr | For |
| 5C. | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS. | Shr | Against |

CITIGROUP INC.

Agen

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

Security: 172967424
 Meeting Type: Annual
 Meeting Date: 17-Apr-2012
 Ticker: C
 ISIN: US1729674242

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRANZ B. HUMER	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Mgmt	For
1D	ELECTION OF DIRECTOR: VIKRAM S. PANDIT	Mgmt	For
1E	ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI	Mgmt	For
1F	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1H	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Mgmt	For
1I	ELECTION OF DIRECTOR: JOAN E. SPERO	Mgmt	For
1J	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN.	Mgmt	For
04	ADVISORY APPROVAL OF CITI'S 2011 EXECUTIVE COMPENSATION.	Mgmt	Against
05	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.	Shr	Against
06	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND POLITICAL CONTRIBUTIONS.	Shr	Against
07	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN 25% OF THEIR STOCK FOR ONE YEAR FOLLOWING TERMINATION.	Shr	For
08	STOCKHOLDER PROPOSAL REQUESTING THAT THE AUDIT COMMITTEE CONDUCT AN INDEPENDENT REVIEW AND REPORT ON CONTROLS RELATED TO LOANS, FORECLOSURES, AND SECURITIZATIONS.	Shr	Against

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

 CLIFFS NATURAL RESOURCES INC.

Agen

 Security: 18683K101
 Meeting Type: Annual
 Meeting Date: 08-May-2012
 Ticker: CLF
 ISIN: US18683K1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: J.A. CARRABBA	Mgmt	For
1B	ELECTION OF DIRECTOR: S.M. CUNNINGHAM	Mgmt	For
1C	ELECTION OF DIRECTOR: B.J. ELDRIDGE	Mgmt	For
1D	ELECTION OF DIRECTOR: A.R. GLUSKI	Mgmt	For
1E	ELECTION OF DIRECTOR: S.M. GREEN	Mgmt	For
1F	ELECTION OF DIRECTOR: J.K. HENRY	Mgmt	For
1G	ELECTION OF DIRECTOR: J.F. KIRSCH	Mgmt	For
1H	ELECTION OF DIRECTOR: F.R. MCALLISTER	Mgmt	For
1I	ELECTION OF DIRECTOR: R.K. RIEDERER	Mgmt	For
1J	ELECTION OF DIRECTOR: R.A. ROSS	Mgmt	For
2	TO AMEND OUR REGULATIONS TO ADD A PROVISION TO ALLOW BOARD TO AMEND REGULATIONS WITHOUT SHAREHOLDER APPROVAL UNDER OHIO LAW	Mgmt	For
3	A PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, OUR NAMED EXECUTIVE OFFICER COMPENSATION, COMMONLY KNOWN AS "SAY ON PAY".	Mgmt	For
4	A PROPOSAL TO APPROVE THE 2012 INCENTIVE EQUITY PLAN.	Mgmt	For
5	A PROPOSAL TO APPROVE THE 2012 EXECUTIVE MANAGEMENT PERFORMANCE INCENTIVE PLAN.	Mgmt	For
6	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 COLGATE-PALMOLIVE COMPANY

Agen

 Security: 194162103

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

Meeting Type: Annual
 Meeting Date: 11-May-2012
 Ticker: CL
 ISIN: US1941621039

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NIKESH ARORA	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1E.	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	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
2.	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR.	Shr	Against

COMCAST CORPORATION

Agen

Security: 20030N101
 Meeting Type: Annual
 Meeting Date: 31-May-2012
 Ticker: CMCSA
 ISIN: US20030N1019

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	KENNETH J. BACON	Mgmt	For
	SHELDON M. BONOVIKZ	Mgmt	For
	JOSEPH J. COLLINS	Mgmt	For
	J. MICHAEL COOK	Mgmt	For
	GERALD L. HASSELL	Mgmt	For
	JEFFREY A. HONICKMAN	Mgmt	For
	EDUARDO G. MESTRE	Mgmt	For

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

	BRIAN L. ROBERTS	Mgmt	For
	RALPH J. ROBERTS	Mgmt	For
	JOHNATHAN A. RODGERS	Mgmt	For
	DR. JUDITH RODIN	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
3.	APPROVAL OF THE COMCAST CORPORATION 2002 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
4.	APPROVAL OF THE COMCAST - NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
5.	TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS	Shr	Against
6.	TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR	Shr	For
7.	TO ADOPT A SHARE RETENTION POLICY FOR SENIOR EXECUTIVES	Shr	For
8.	TO MAKE POISON PILLS SUBJECT TO A SHAREHOLDER VOTE	Shr	For

 CONOCOPHILLIPS

Agen

 Security: 20825C104
 Meeting Type: Annual
 Meeting Date: 09-May-2012
 Ticker: COP
 ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: RYAN M. LANCE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MOHD H. MARICAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For

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

1K.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1M.	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1N.	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1O.	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
2.	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Shr	Against
5.	ACCIDENT RISK MITIGATION.	Shr	Against
6.	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shr	Against
7.	GREENHOUSE GAS REDUCTION TARGETS.	Shr	Against
8.	GENDER EXPRESSION NON-DISCRIMINATION.	Shr	Against

COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105
Meeting Type: Annual
Meeting Date: 26-Jan-2012
Ticker: COST
ISIN: US22160K1051

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES D. SINEGAL JEFFREY H. BROTMAN RICHARD A. GALANTI DANIEL J. EVANS JEFFREY S. RAIKES	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT OF COMPANY'S FIFTH RESTATED STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For

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

COVIDIEN PLC

Agen

Security: G2554F113
 Meeting Type: Annual
 Meeting Date: 13-Mar-2012
 Ticker: COV
 ISIN: IE00B68SQD29

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Mgmt	For
1B	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1F	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1H	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Mgmt	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1J	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
02	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
03	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
04	AUTHORIZE THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5	AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES. (SPECIAL RESOLUTION)	Mgmt	For
S6	AMEND ARTICLES OF ASSOCIATION TO PROVIDE FOR ESCHEATMENT IN ACCORDANCE WITH U.S. LAWS. (SPECIAL RESOLUTION)	Mgmt	For
S7	AMEND ARTICLES OF ASSOCIATION TO GIVE THE BOARD OF DIRECTORS AUTHORITY TO DECLARE NON-CASH DIVIDENDS. (SPECIAL RESOLUTION)	Mgmt	For

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

DANAHER CORPORATION

Agen

Security: 235851102
 Meeting Type: Annual
 Meeting Date: 08-May-2012
 Ticker: DHR
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: MORTIMER M. CAPLIN	Mgmt	For
1.2	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1.3	ELECTION OF DIRECTOR: LINDA P. HEFNER	Mgmt	For
1.4	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For
1.5	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF DANAHER FROM 1 BILLION (1,000,000,000) SHARES TO 2 BILLION (2,000,000,000) SHARES, \$.01 PAR VALUE PER SHARE.	Mgmt	For
4.	TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE DANAHER 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

DANONE, PARIS

Agen

Security: F12033134
 Meeting Type: MIX
 Meeting Date: 26-Apr-2012
 Ticker:
 ISIN: FR0000120644

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	

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

CMMT	<p>French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global</p>	Non-Voting	
CMMT	<p>PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL</p> <p>LINK:https://balo.journal-officiel.gouv.fr/pdf/2012/0302/201203021200680.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2012/0404/201204041201259.pdf</p>	Non-Voting	
0.1	<p>Approval of the corporate financial statements for the financial year ended December 31, 2011</p>	Mgmt	For
0.2	<p>Approval of the consolidated statements for the financial year ended December 31, 2011</p>	Mgmt	For
0.3	<p>Allocation of income for the financial year ended December 31, 2011, and setting the dividend at EUR 1.39 per share</p>	Mgmt	For
0.4	<p>Renewal of term of Mr. Richard Goblet D'Alviella as Board member</p>	Mgmt	Against
0.5	<p>Renewal of term of Mr. Jean Laurent as Board member pursuant to Article 15-II of the Statutes</p>	Mgmt	For
0.6	<p>Renewal of term of Mr. Benoit Potier as Board member</p>	Mgmt	For
0.7	<p>Appointment of Mr. Jacques-Antoine Granjon as Board member</p>	Mgmt	For
0.8	<p>Appointment of Mrs. Mouna Sepehri as Board member</p>	Mgmt	For
0.9	<p>Appointment of Mrs. Virginia Stallings as Board member</p>	Mgmt	For
0.10	<p>Approval of the Agreements pursuant to Articles L.225-38 et seq. of the Commercial Code</p>	Mgmt	For
0.11	<p>Approval of the Agreements pursuant to Articles L.225-38 et seq. of the</p>	Mgmt	Against

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

Commercial Code concluded by the Company
with J.P. Morgan Group

O.12	Authorization to be granted to the Board of Directors to purchase, hold or transfer shares of the Company	Mgmt	For
E.13	Authorization granted to the Board of Directors to carry out allocations of shares of the Company existing or to be issued	Mgmt	For
E.14	Powers to carry out all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

DEERE & COMPANY

Agen

Security: 244199105
Meeting Type: Annual
Meeting Date: 29-Feb-2012
Ticker: DE
ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1E	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For
1F	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
1I	ELECTION OF DIRECTOR: SHERRY M. SMITH	Mgmt	For
02	NON-BINDING VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
03	APPROVAL OF THE NONEMPLOYEE DIRECTOR STOCK OWNERSHIP PLAN	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE	Mgmt	For

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

& TOUCHE LLP AS DEERE'S INDEPENDENT
 REGISTERED PUBLIC ACCOUNTING FIRM FOR
 FISCAL 2012

 DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agenda

 Security: D18190898
 Meeting Type: AGM
 Meeting Date: 31-May-2012
 Ticker:
 ISIN: DE0005140008

Prop.#	Proposal	Proposal Type	Proposal Vote
	<p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WPHG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF</p>	Non-Voting	
	<p>For German registered shares, the shares have to be registered within the company's shareholder book. Depending on the processing of the local sub custodian if a client wishes to withdraw its voting instruction due to intentions to trade/lend their stock, a Take No Action vote must be received by the vote deadline as displayed on ProxyEdge to facilitate de-registration of shares from the company's shareholder book. Any Take No Action votes received after the vote deadline will only be forwarded and processed on a best effort basis. Please contact your client services representative if you require further</p>	Non-Voting	
	<p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 16.05.2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.</p>	Non-Voting	

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

1.	Presentation of the established Annual Financial Statements and Management Report (including the explanatory report on disclosures pursuant to sec. 289 (4) German Commercial Code) for the 2011 financial year, the approved Consolidated Financial Statements and Management Report (including the explanatory report on disclosures pursuant to sec. 315 (4) German Commercial Code) for the 2011 financial year as well as the Report of the Supervisory Board	Non-Voting	
2.	Appropriation of distributable profit	Mgmt	For
3.	Ratification of the acts of management of the members of the Management Board for the 2011 financial year	Mgmt	For
4.	Ratification of the acts of management of the members of the Supervisory Board for the 2011 financial year	Mgmt	For
5.	Election of the auditor for the 2012 financial year, interim accounts	Mgmt	For
6.	Authorization to acquire own shares pursuant to article 71 (1) No. 8 Stock Corporation Act as well as for their use with the possible exclusion of pre-emptive rights	Mgmt	For
7.	Authorization to use derivatives within the framework of the purchase of own shares pursuant to article 71 (1) No. 8 Stock Corporation Act	Mgmt	For
8.	Approval of the compensation system for the Management Board members	Mgmt	For
9.1	Election to the Supervisory Board: Dr. Paul Achleitner	Mgmt	For
9.2	Election to the Supervisory Board: Mr. Peter Loescher	Mgmt	For
9.3	Election to the Supervisory Board: Prof. Dr. Klaus Ruediger Truetzschler	Mgmt	For
10.	Authorization to issue participatory notes with warrants and / or convertible participatory notes, bonds with warrants and convertible bonds (with the possibility of excluding preemptive rights), creation of conditional capital and amendment to the Articles of Association	Mgmt	For

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

 Security: 26441C105
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: DUK
 ISIN: US26441C1053

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM BARNET, III G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING DANIEL R. DIMICCO JOHN H. FORSGREN ANN MAYNARD GRAY JAMES H. HANCE, JR. E. JAMES REINSCH JAMES T. RHODES JAMES E. ROGERS PHILIP R. SHARP	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2012	Mgmt	For
3.	ADVISORY VOTE TO APPROVE DUKE ENERGY CORPORATION'S NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	AMENDMENT OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF DUKE ENERGY CORPORATION	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING THE ISSUANCE OF A REPORT ON THE FINANCIAL RISKS OF CONTINUED RELIANCE ON COAL	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS	Shr	Against

 EBAY INC.

Security: 278642103
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: EBAY
 ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARC L. ANDREESSEN	Mgmt	For

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

1B.	ELECTION OF DIRECTOR: WILLIAM C. FORD, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAWN G. LEPORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: KATHLEEN C. MITIC	Mgmt	For
1E.	ELECTION OF DIRECTOR: PIERRE M. OMI DYAR	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For
3.	APPROVE AMENDMENT & RESTATEMENT OF 2008 EQUITY INCENTIVE AWARD PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER PLAN BY 16.5 MILLION SHARES	Mgmt	For
4.	TO APPROVE OUR EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	TO ADOPT AND APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Mgmt	For
6.	AMENDMENT TO OUR AMENDED & RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE STOCKHOLDERS WITH THE RIGHT TO CALL A SPECIAL MEETING	Mgmt	For
7.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2012	Mgmt	For

EDISON INTERNATIONAL

Agen

Security: 281020107
Meeting Type: Annual
Meeting Date: 26-Apr-2012
Ticker: EIX
ISIN: US2810201077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAGJEET S. BINDRA	Mgmt	For
1B.	ELECTION OF DIRECTOR: VANESSA C.L. CHANG	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCE A. CORDOVA	Mgmt	For
1D.	ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.	Mgmt	For

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

1E.	ELECTION OF DIRECTOR: CHARLES B. CURTIS	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRADFORD M. FREEMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: LUIS G. NOGALES	Mgmt	For
1H.	ELECTION OF DIRECTOR: RONALD L. OLSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
1J.	ELECTION OF DIRECTOR: THOMAS C. SUTTON	Mgmt	For
1K.	ELECTION OF DIRECTOR: PETER J. TAYLOR	Mgmt	For
1L.	ELECTION OF DIRECTOR: BRETT WHITE	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN.	Shr	For

 EMERSON ELECTRIC CO.

Agen

 Security: 291011104
 Meeting Type: Annual
 Meeting Date: 07-Feb-2012
 Ticker: EMR
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. FERNANDEZ G.* A.F. GOLDEN* W.R. JOHNSON* J.B. MENZER* A.A. BUSCH III** R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
03	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

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

05 APPROVAL OF THE STOCKHOLDER PROPOSAL Shr For
 REGARDING DECLASSIFICATION OF THE BOARD OF
 DIRECTORS AS DESCRIBED IN THE PROXY
 STATEMENT.

 ENEL ENTE NAZIONALE PER L'ENERGIA ELETTRICA SPA, ROMA Agen

 Security: T3679P115
 Meeting Type: MIX
 Meeting Date: 30-Apr-2012
 Ticker:
 ISIN: IT0003128367

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE URL LINK: https://materials.proxyvote.com/Approved/9999Z/19840101/NPS_121547.pdf	Non-Voting	
0.1	Financial Statements as of December 31, 2011. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditors. Related resolutions. Presentation of the consolidated financial statements for the year ended December 31, 2011	Mgmt	For
0.2	Allocation of the net income of the year	Mgmt	For
0.3	Remuneration report	Mgmt	Against
E.1	Harmonization of the Bylaws with the provisions introduced by Law No. 120 of July 12, 2011, concerning the equal right of appointment in managing and supervisory boards of listed companies. Amendment of articles 14 and 25 and introduction of the new article 31 of the Bylaws	Mgmt	For

 EXXON MOBIL CORPORATION Agen

 Security: 30231G102
 Meeting Type: Annual
 Meeting Date: 30-May-2012
 Ticker: XOM
 ISIN: US30231G1022

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S. REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2.	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 61)	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 62)	Mgmt	Against
4.	INDEPENDENT CHAIRMAN (PAGE 64)	Shr	For
5.	MAJORITY VOTE FOR DIRECTORS (PAGE 65)	Shr	Against
6.	REPORT ON POLITICAL CONTRIBUTIONS (PAGE 66)	Shr	Against
7.	AMENDMENT OF EEO POLICY (PAGE 67)	Shr	Against
8.	REPORT ON NATURAL GAS PRODUCTION (PAGE 69)	Shr	Against
9.	GREENHOUSE GAS EMISSIONS GOALS (PAGE 71)	Shr	Against

 FLUOR CORPORATION

Agen

Security: 343412102
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: FLR
 ISIN: US3434121022

Prop.#	Proposal	Proposal Type	Proposal Vote
1.A	ELECTION OF DIRECTOR: PETER K. BARKER	Mgmt	Against
1.B	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1.C	ELECTION OF DIRECTOR: DEAN R. O'HARE	Mgmt	For
1.D	ELECTION OF DIRECTOR: DAVID T. SEATON	Mgmt	For
2.	AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

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

- | | | | |
|----|--|------|-----|
| 3. | THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GRANT HOLDERS OF AT LEAST 25% OF THE COMPANY'S OUTSTANDING SHARES OF COMMON STOCK THE RIGHT TO CALL A SPECIAL MEETING OF STOCKHOLDERS. | Mgmt | For |
| 4. | THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |

FRANCE TELECOM SA

Agen

Security: F4113C103
Meeting Type: MIX
Meeting Date: 05-Jun-2012
Ticker:
ISIN: FR0000133308

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 942800 DUE TO ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AN D "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: https://balo.journal-officiel.gouv.fr/pdf/2012/0402/201204021201116.pdf AND	Non-Voting	

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

<https://balo.journal-officiel.gouv.fr/pdf/2012/0516/201205161202557.pdf>

O.1	Approval of the annual corporate financial statements for the financial year ended December 31, 2011	Mgmt	For
O.2	Approval of the consolidated financial statements for the financial year ended December 31, 2011	Mgmt	For
O.3	Allocation of income for the financial year ended December 31, 2011 as reflected in the annual financial statements	Mgmt	For
O.4	Agreements pursuant to Article L.225-38 of the Commercial Code	Mgmt	For
O.5	Renewal of term of Mrs. Claudie Haignere as Board member	Mgmt	For
O.6	Renewal of term of Mr. Jose-Luis Duran as Board member	Mgmt	For
O.7	Renewal of term of Mr. Charles-Henri Filippi as Board member	Mgmt	For
O.8	Authorization to be granted to the Board of Directors to purchase or transfer Company's shares	Mgmt	For
O.9	Ratification of change of location of the registered office	Mgmt	For
E.10	Amendment to Article 9 of the Statutes	Mgmt	Against
E.11	Amendment to Article 16 of the Statutes	Mgmt	For
E.12	Amendment to Article 21 of the Statutes	Mgmt	For
E.13	Delegation of powers to the Board of Directors to issue shares reserved for persons having signed a liquidity contract with the Company as holders of shares or share subscription options of the company Orange S.A	Mgmt	For
E.14	Delegation of powers to the Board of Directors to carry out free issuance of liquidity instruments on options reserved for holders of share subscription options of the company Orange S.A. having signed a liquidity contract with the Company	Mgmt	For
E.15	Authorization to the Board of Directors to allocate free shares of the Company	Mgmt	For
E.16	Delegation of authority to the Board of Directors to carry out capital increases reserved for members of savings plans	Mgmt	For
E.17	Authorization to the Board of Directors to	Mgmt	For

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

reduce capital by cancellation of shares

E.18 Powers to carry out all legal formalities Mgmt For

A Following the income's decrease and in order to improve the distribution of profits of the company between the employees and the shareholders, the shareholders' meeting decides to allocate EUR 1.00 per share as dividends and to appropriate the balance of the profits to the retained earnings account. The shareholders' meeting notes that an interim dividend of EUR 0.60 per share has been paid on September 8, 2011 and that accordingly the dividend's balance to be allocated stands at EUR 0.40 per share Shr Against

CMMT PLEASE NOTE THAT THE 'FRANCE TELECOM ACTIONS' MUTUAL FUND'S SUPERVISORY BOARD HAS ASKED TO PLACE RESOLUTION 'A' ON THE AGENDA IN ORDER TO AMEND THE THIRD RESOLUTION. THIS NEW RESOLUTION APPEARS AS RESOLUTION 'A' BELOW. PLEASE NOTE THAT AT THE AMOUNT OF THE DIVIDEND WHICH IS PROPOSED IN THE THIRD RESOLUTION AND THE RESOLUTION A ARE DIFFERENT (1.40 EURO PER SHARE FOR THE THIRD RESOLUTION, 1.00 EURO PER SHARE FOR THE RESOLUTION A). THE SHAREHOLDER WILL HAVE TO CHOOSE TO VOTE FOR EITHER OF THESE TWO RESOLUTIONS. Non-Voting

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

 FREEPORT-MCMORAN COPPER & GOLD INC.

Agent

Security: 35671D857
 Meeting Type: Annual
 Meeting Date: 14-Jun-2012
 Ticker: FCX
 ISIN: US35671D8570

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

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

	BOBBY LEE LACKEY	Mgmt	For
	JON C. MADONNA	Mgmt	For
	DUSTAN E. MCCOY	Mgmt	For
	JAMES R. MOFFETT	Mgmt	For
	B. M. RANKIN, JR.	Mgmt	For
	STEPHEN H. SIEGELE	Mgmt	For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Shr	Against

 GLAXOSMITHKLINE PLC

 Agen

 Security: G3910J112
 Meeting Type: AGM
 Meeting Date: 03-May-2012
 Ticker:
 ISIN: GB0009252882

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive and adopt the Directors' Report and the Financial Statements	Mgmt	For
2	To approve the Remuneration Report	Mgmt	For
3	To re-elect Sir Christopher Gent as a Director	Mgmt	For
4	To re-elect Sir Andrew Witty as a Director	Mgmt	For
5	To re-elect Professor Sir Roy Anderson as a Director	Mgmt	For
6	To re-elect Dr Stephanie Burns as a Director	Mgmt	For
7	To re-elect Stacey Cartwright as a Director	Mgmt	For
8	To re-elect Larry Culp as a Director	Mgmt	For
9	To re-elect Sir Crispin Davis as a Director	Mgmt	For
10	To re-elect Simon Dingemans as a Director	Mgmt	For
11	To re-elect Judy Lewent as a Director	Mgmt	For

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

12	To re-elect Sir Deryck Maughan as a Director	Mgmt	For
13	To re-elect Dr Daniel Podolsky as a Director	Mgmt	For
14	To re-elect Dr Moncef Slaoui as a Director	Mgmt	For
15	To re-elect Tom de Swaan as a Director	Mgmt	For
16	To re-elect Sir Robert Wilson as a Director	Mgmt	For
17	Re-appoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For
18	To determine remuneration of auditors	Mgmt	For
19	To authorise the company and its subsidiaries to make donations to political organisations and incur political expenditure	Mgmt	For
20	To authorise allotment of shares	Mgmt	For
21	To disapply pre-emption rights	Mgmt	For
22	To authorise the company to purchase its own shares	Mgmt	For
23	To authorise exemption from statement of name of senior statutory auditor	Mgmt	For
24	To authorise reduced notice of a general meeting other than an AGM	Mgmt	For
25	To renew the GSK Share Save Plan	Mgmt	For
26	To renew the GSK Share Reward Plan	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR NAME IN RESOLUTION 17. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

GOLDCORP INC.

Agen

Security: 380956409
Meeting Type: Annual and Special
Meeting Date: 26-Apr-2012
Ticker: GG
ISIN: CA3809564097

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

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

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 BLANCA TREVINO DE VEGA KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	A RESOLUTION APPROVING THE AMENDMENT TO THE RESTRICTED SHARE PLAN FOR THE COMPANY;	Mgmt	For
D	A NON-BINDING ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION;	Mgmt	For
E	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: 21-Jun-2012
Ticker: GOOG
ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

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

- | | | | |
|-----|---|------|---------|
| 3A. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C CAPITAL STOCK AND TO MAKE CERTAIN CLARIFYING CHANGES. | Mgmt | Against |
| 3B. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 6 BILLION TO 9 BILLION. | Mgmt | Against |
| 3C. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE TREATMENT OF SHARES OF CLASS A COMMON STOCK IN A MANNER THAT IS AT LEAST AS FAVORABLE AS THE SHARES OF CLASS B COMMON STOCK. | Mgmt | For |
| 4. | THE APPROVAL OF GOOGLE'S 2012 STOCK PLAN. | Mgmt | Against |
| 5. | THE APPROVAL OF GOOGLE'S 2012 INCENTIVE COMPENSATION PLAN FOR EMPLOYEES AND CONSULTANTS OF MOTOROLA MOBILITY. | Mgmt | Against |
| 6. | A STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 7. | A STOCKHOLDER PROPOSAL REGARDING MANDATORY ARBITRATION OF CERTAIN SHAREHOLDER CLAIMS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 8. | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |

HALLIBURTON COMPANY

Agent

Security: 406216101
Meeting Type: Annual
Meeting Date: 16-May-2012
Ticker: HAL
ISIN: US4062161017

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

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

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: M.S. GERBER	Mgmt	For
1F	ELECTION OF DIRECTOR: S.M. GILLIS	Mgmt	For
1G	ELECTION OF DIRECTOR: A.S. JUM'AH	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LESAR	Mgmt	For
1I	ELECTION OF DIRECTOR: R.A. MALONE	Mgmt	For
1J	ELECTION OF DIRECTOR: J.L. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: D.L. REED	Mgmt	For
2	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4	PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN.	Mgmt	For

HARRIS CORPORATION

Agen

Security: 413875105
Meeting Type: Annual
Meeting Date: 28-Oct-2011
Ticker: HRS
ISIN: US4138751056

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HOWARD L. LANCE	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS A. DATTILO	Mgmt	For
1C	ELECTION OF DIRECTOR: TERRY D. GROWCOCK	Mgmt	For
1D	ELECTION OF DIRECTOR: LEWIS HAY III	Mgmt	For
1E	ELECTION OF DIRECTOR: KAREN KATEN	Mgmt	For
1F	ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: LESLIE F. KENNE	Mgmt	For

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

1H	ELECTION OF DIRECTOR: DAVID B. RICKARD	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES C. STOFFEL	Mgmt	For
1J	ELECTION OF DIRECTOR: GREGORY T. SWIENTON	Mgmt	For
1K	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
05	SHAREHOLDER PROPOSAL REQUESTING APPROVAL OF AN AMENDMENT TO OUR BY-LAWS TO REQUIRE AN INDEPENDENT CHAIRMAN OF THE BOARD.	Shr	Against

 HSBC HLDGS PLC

Agen

Security: G4634U169
 Meeting Type: OTH
 Meeting Date: 21-May-2012
 Ticker:
 ISIN: GB0005405286

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	THIS AN INFORMATION ONLY MEETING FOR HK REGISTERED HOLDERS.	Non-Voting	
1	To discuss the 2011 results and other matters of interest	Non-Voting	

 HSBC HLDGS PLC

Agen

Security: G4634U169
 Meeting Type: AGM
 Meeting Date: 25-May-2012
 Ticker:
 ISIN: GB0005405286

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the Annual Report and Accounts 2011	Mgmt	For

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

2	To approve the Directors' Remuneration Report for 2011	Mgmt	For
3.a	To re-elect S A Catz a Director	Mgmt	For
3.b	To re-elect L M L Cha a Director	Mgmt	For
3.c	To re-elect M K T Cheung a Director	Mgmt	For
3.d	To re-elect J D Coombe a Director	Mgmt	For
3.e	To elect J Faber a Director	Mgmt	For
3.f	To re-elect R A Fairhead a Director	Mgmt	For
3.g	To re-elect D J Flint a Director	Mgmt	For
3.h	To re-elect A A Flockhart a Director	Mgmt	For
3.i	To re-elect S T Gulliver a Director	Mgmt	For
3.j	To re-elect J W J Hughes-Hallett a Director	Mgmt	For
3.k	To re-elect W S H Laidlaw a Director	Mgmt	For
3.l	To elect J P Lipsky a Director	Mgmt	For
3.m	To re-elect J R Lomax a Director	Mgmt	For
3.n	To re-elect I J Mackay a Director	Mgmt	For
3.o	To re-elect N R N Murthy a Director	Mgmt	For
3.p	To re-elect Sir Simon Robertson a Director	Mgmt	For
3.q	To re-elect J L Thornton a Director	Mgmt	For
4	To reappoint KPMG Audit Plc as Auditor at remuneration to be determined by the Group Audit Committee	Mgmt	For
5	To authorise the Directors to allot shares	Mgmt	For
6	To disapply pre-emption rights	Mgmt	For
7	To authorise the Company to purchase its own ordinary shares	Mgmt	For
8	To authorise the Directors to offer a scrip dividend alternative	Mgmt	For
9	To approve general meetings (other than annual general meetings) being called on 14 clear days' notice	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RESOLUTION 3N AND RECEIPT OF AUDITOR NAME FOR RESOLUTION 4. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

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

INDUSTRIA DE DISENO TEXTIL INDITEX SA

Agen

Security: E6282J109
Meeting Type: AGM
Meeting Date: 19-Jul-2011
Ticker:
ISIN: ES0148396015

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 20 JULY 2011. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
1	Information to Shareholders on the appointment of new Chairman of the Board of Directors and, consequently, of the General Meeting of Shareholders	Mgmt	Abstain
2	Examination and approval, if any, of the annual accounts and Report of Inditex, SA for the fiscal year 2010, ended January 31, 2011	Mgmt	For
3	Examination and approval, if any, of the annual accounts and Report Consolidated Group (Inditex Group) for the fiscal year 2010, ended January 31, 2011, as well as the social management	Mgmt	For
4	Application of profit and dividend distribution	Mgmt	For
5	Re-election of Irene Ruth Miller, with the qualification of independent outside counsel, as a member of the Board of Directors	Mgmt	For
6	Reappointment of Auditors	Mgmt	For
7	Proposed amendments to Articles 1, 6, 8, 10, 11, 13, 16, 17, 18, 26, 28, 31 and 34 of the Bylaws	Mgmt	For
8	Proposed amendments to Articles 2, 6, 7, 8, 11 and 13 of the General Meeting Regulations	Mgmt	For
9	Remuneration of the Board of Directors	Mgmt	For
10	Approval of a plan to deliver shares of the Company to the President and CEO	Mgmt	Against

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

11	Granting of powers for the implementation of agreements	Mgmt	For
12	Information to Shareholders on the regulation of the Board of Directors	Mgmt	Abstain
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 6 AND CHANGE IN RECORD DATE FROM 12 JUL TO 14 JUL 2011. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101
Meeting Type: Annual
Meeting Date: 24-Apr-2012
Ticker: IBM
ISIN: US4592001014

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A. J. P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: W. R. BRODY	Mgmt	For
1C	ELECTION OF DIRECTOR: K. I. CHENAULT	Mgmt	For
1D	ELECTION OF DIRECTOR: M. L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: D. N. FARR	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: J. W. OWENS	Mgmt	For
1J	ELECTION OF DIRECTOR: S. J. PALMISANO	Mgmt	For
1K	ELECTION OF DIRECTOR: V. M. ROMETTY	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 (PAGE 71)	Mgmt	For

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

03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 73)	Shr	Against
05	STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS - TRADE ASSOCIATIONS POLICY (PAGE 74)	Shr	Against
06	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 75)	Shr	Against

 INTESA SANPAOLO SPA, TORINO

Agen

Security: T55067101
 Meeting Type: OGM
 Meeting Date: 28-May-2012
 Ticker:
 ISIN: IT0000072618

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE URL LINK: https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_126835.PDF	Non-Voting	
1	Integration of the legal reserve; coverage of the loss for 2011; distribution to shareholders of part of the extraordinary reserve	Mgmt	For
2	Appointment of Supervisory Board Members (pursuant to art. 23.9 of the Article s of Association)	Mgmt	Against
3	Election of a Deputy Chairman of the Supervisory Board (pursuant to art. 23.8 of the Articles of Association)	Mgmt	Against
4	Report on Remuneration: resolution pursuant to art. 123-ter, paragraph 6 of Le gislative Decree 58/1998	Mgmt	For
5	Proposal to approve the Incentive System based on financial instruments and to authorize the purchase and use of own shares	Mgmt	For

 JDS UNIPHASE CORPORATION

Agen

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

Security: 46612J507
 Meeting Type: Annual
 Meeting Date: 16-Nov-2011
 Ticker: JDSU
 ISIN: US46612J5074

Prop. #	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR PENELOPE A. HERSCHER MASOOD JABBAR THOMAS WAECHTER	Mgmt Mgmt Mgmt	For For For
2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR JDS UNIPHASE CORPORATION FOR THE FISCAL YEAR ENDING JUNE 30, 2012.	Mgmt	For
3	TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4	TO RECOMMEND, BY NON-BINDING ADVISORY VOTE, THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

JOHNSON & JOHNSON

Agen

Security: 478160104
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: JNJ
 ISIN: US4781601046

Prop. #	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN E.L. DAVIS	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALEX GORSKY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1F.	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1G.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1H.	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For

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

1I.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1K.	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
1M.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	Against
3.	APPROVAL OF THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN	Mgmt	For
4.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Mgmt	For
5.	SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Shr	For
6.	SHAREHOLDER PROPOSAL ON BINDING VOTE ON POLITICAL CONTRIBUTIONS	Shr	Against
7.	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Shr	Against

JPMORGAN CHASE & CO.

Agen

Security: 46625H100
 Meeting Type: Annual
 Meeting Date: 15-May-2012
 Ticker: JPM
 ISIN: US46625H1005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1D.	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For

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

1I.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
2.	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	POLITICAL NON-PARTISANSHIP	Shr	Against
5.	INDEPENDENT DIRECTOR AS CHAIRMAN	Shr	For
6.	LOAN SERVICING	Shr	Against
7.	CORPORATE POLITICAL CONTRIBUTIONS REPORT	Shr	Against
8.	GENOCIDE-FREE INVESTING	Shr	Against
9.	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
10.	STOCK RETENTION	Shr	For

 KEYCORP

Agen

 Security: 493267108
 Meeting Type: Annual
 Meeting Date: 17-May-2012
 Ticker: KEY
 ISIN: US4932671088

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR EDWARD P. CAMPBELL JOSEPH A. CARRABBA CHARLES P. COOLEY ALEXANDER M. CUTLER H. JAMES DALLAS ELIZABETH R. GILE RUTH ANN M. GILLIS WILLIAM G. GISEL, JR. RICHARD J. HIPPLE KRISTEN L. MANOS BETH E. MOONEY BILL R. SANFORD BARBARA R. SNYDER THOMAS C. STEVENS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3	ADVISORY APPROVAL OF EXECUTIVE	Mgmt	For

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

COMPENSATION.

4	SHAREHOLDER PROPOSAL REQUESTING CHAIRMAN BE INDEPENDENT DIRECTOR.	Shr	For
---	---	-----	-----

 KINGFISHER PLC, LONDON

Agem

 Security: G5256E441
 Meeting Type: AGM
 Meeting Date: 14-Jun-2012
 Ticker:
 ISIN: GB0033195214

Prop.#	Proposal	Proposal Type	Proposal Vote
1	That the audited accounts for the year ended 28 January 2012 together with the directors' and auditors' report thereon be received	Mgmt	For
2	That the directors' remuneration report for the year ended 28 January 2012 be approved	Mgmt	For
3	That a final dividend of 6.37 pence per ordinary share be declared for payment on 18 June 2012 to those shareholders on the register at the close of business on 4 May 2012	Mgmt	For
4	That Daniel Bernard be re-appointed as a director of the Company	Mgmt	For
5	That Andrew Bonfield be re-appointed as a director of the Company	Mgmt	For
6	That Pascal Cagni be re-appointed as a director of the Company	Mgmt	For
7	That Clare Chapman be re-appointed as a director of the Company	Mgmt	For
8	That Ian Cheshire be re-appointed as a director of the Company	Mgmt	For
9	That Anders Dahlvig be re-appointed as a director of the Company	Mgmt	For
10	That Janis Kong be re-appointed as a director of the Company	Mgmt	For
11	That Kevin O'Byrne be re-appointed as a director of the Company	Mgmt	For
12	That Mark Seligman be appointed as a director of the Company	Mgmt	For

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

13	That Deloitte LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company	Mgmt	For
14	That the Audit Committee of the Board be authorised to determine the remuneration of the auditors	Mgmt	For
15	Political donations and expenditure	Mgmt	For
16	Authority to allot new shares	Mgmt	For
17	Authority to disapply pre-emption rights	Mgmt	For
18	Purchase of own shares	Mgmt	For
19	Notice period for general meetings other than an AGM	Mgmt	For
20	Approval of the Kingfisher Sharesave Plan	Mgmt	For

KONINKLIJKE KPN NV, DEN HAAG

Agen

Security: N4297B146
 Meeting Type: EGM
 Meeting Date: 07-Nov-2011
 Ticker:
 ISIN: NL0000009082

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU	Non-Voting	
1	Opening and announcements	Non-Voting	
2	Notification regarding the intended appointment of Mr Thorsten Dirks as member of the Board of Management	Non-Voting	
3	Closure of the meeting	Non-Voting	

KONINKLIJKE KPN NV, DEN HAAG

Agen

Security: N4297B146
 Meeting Type: AGM
 Meeting Date: 12-Apr-2012

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

Ticker:
ISIN: NL0000009082

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Opening and announcements	Non-Voting	
2	Report by the Board of Management for the financial year 2011	Non-Voting	
3	Proposal to adopt the financial statements for the financial year 2011	Mgmt	For
4	Explanation of the financial and dividend policy	Non-Voting	
5	Proposal to adopt a dividend over the financial year 2011	Mgmt	For
6	Proposal to discharge the members of the Board of Management from liability	Mgmt	For
7	Proposal to discharge the members of the Supervisory Board from liability	Mgmt	For
8	Proposal to appoint the external auditor: PricewaterhouseCoopers Accountants N.V.	Mgmt	For
9	Proposal to amend the Articles of Association	Mgmt	For
10	Opportunity to make recommendations for the appointment of a member of the Supervisory Board	Non-Voting	
11	Proposal to appoint Mr P.A.M. van Bommel as member of the Supervisory Board	Mgmt	For
12	Announcement concerning vacancies in the Supervisory Board arising in 2013	Non-Voting	
13	Proposal to authorize the Board of Management to resolve that the company may acquire its own shares	Mgmt	For
14	Proposal to reduce the capital through cancellation of own shares	Mgmt	For
15	Any other business and closure of the meeting	Non-Voting	

L'AIR LIQUIDE, PARIS

Agen

Security: F01764103
Meeting Type: MIX
Meeting Date: 09-May-2012

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

Ticker:
ISIN: FR0000120073

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2012/0222/201202221200410.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2012/0321/201203211201016.pdf	Non-Voting	
0.1	Approval of the corporate financial statements for the financial year 2011	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year 2011	Mgmt	For
0.3	Allocation of income for the financial year 2011 and setting the dividend	Mgmt	For
0.4	Authorization granted for 18 months to the Board of Directors to allow the Company to trade its own shares	Mgmt	For
0.5	Renewal of term of Mrs. Karen Katen as Board member	Mgmt	For
0.6	Appointment of Mr. Pierre Dufour as Board member	Mgmt	For
0.7	Approval of the commitment pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code and approval of the special report of the Statutory Auditors, relating to Mr. Pierre Dufour	Mgmt	Against

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

E.8	Authorization granted for 24 months to the Board of Directors to reduce capital by cancellation of treasury shares	Mgmt	For
E.9	Delegation of authority granted for 26 months to the Board of Directors to increase share capital by incorporation of premiums, reserves, profits or otherwise in order to allocate free shares to shareholders and/or raise the nominal value of existing shares for a maximum amount of 250 Million Euros	Mgmt	For
E.10	Delegation of authority granted for 26 months to the Board of Directors to carry out capital increases reserved for members of a company savings plan or group savings plan	Mgmt	For
E.11	Delegation of authority granted for 18 months to the Board of Directors to carry out capital increases reserved for a category of beneficiaries	Mgmt	For
O.12	Powers to carry out all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

LVMH MOET HENNESSY LOUIS VUITTON, PARIS

Agen

Security: F58485115
Meeting Type: MIX
Meeting Date: 05-Apr-2012
Ticker:
ISIN: FR0000121014

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be	Non-Voting	

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

forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global

CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2012/0229/201202291200510.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2012/0316/201203161200826.pdf	Non-Voting	
O.1	Approval of the corporate financial statements	Mgmt	For
O.2	Approval of the consolidated financial statements	Mgmt	For
O.3	Approval of regulated Agreements	Mgmt	Against
O.4	Allocation of income - Setting the dividend	Mgmt	For
O.5	Ratification of the cooptation of Mr. Francesco Trapani as Board member	Mgmt	For
O.6	Ratification of the cooptation of Mr. Felix G. Rohatyn as Censor	Mgmt	Against
O.7	Appointment of Mr. Antoine Arnault as Board member	Mgmt	For
O.8	Appointment of Mr. Albert Frere as Board member	Mgmt	Against
O.9	Appointment of Mr. Gilles Hennessy as Board member	Mgmt	For
O.10	Appointment of Lord Powell Of Bayswater as Board member	Mgmt	Against
O.11	Appointment of Mr. Yves-Thibault de Silguy as Board member	Mgmt	For
O.12	Setting the amount of attendance allowances	Mgmt	For
O.13	Authorization to be granted to the Board of Directors to trade Company's shares	Mgmt	For
E.14	Authorization to be granted to the Board of Directors to reduce share capital by cancellation of shares	Mgmt	For
E.15	Authorization to be granted to the Board of Directors to grant share subscription or purchase options to members of the staff and officers of the Group	Mgmt	Against

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

E.16	Delegation of authority to be granted to the Board of Directors to increase capital in favor of employees of the Group	Mgmt	For
E.17	Compliance of the Statutes with legal provisions	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

MACY'S INC.

Agen

Security: 55616P104
Meeting Type: Annual
Meeting Date: 18-May-2012
Ticker: M
ISIN: US55616P1049

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Mgmt	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2013.	Mgmt	For
3.	APPROVAL OF MACY'S SENIOR EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

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

5.	SHAREHOLDER PROPOSAL REGARDING RACCOON DOG FUR.	Shr	Against
----	---	-----	---------

MCDONALD'S CORPORATION

Agen

Security: 580135101
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: MCD
 ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Mgmt	For
1B.	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: ANDREW J. MCKENNA	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD THOMPSON	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF THE 2012 OMNIBUS STOCK OWNERSHIP PLAN.	Mgmt	For
4.	APPROVAL OF DECLASSIFICATION OF THE BOARD OF DIRECTORS.	Mgmt	For
5.	APPROVAL OF SHAREHOLDERS' RIGHT TO CALL SPECIAL MEETINGS.	Mgmt	For
6.	ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
7.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT.	Shr	Against

METLIFE, INC.

Agen

Security: 59156R108
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: MET
 ISIN: US59156R1086

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN M. KEANE CATHERINE R. KINNEY HUGH B. PRICE KENTON J. SICCHITANO	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For

MICROSOFT CORPORATION

Agen

Security: 594918104
Meeting Type: Annual
Meeting Date: 15-Nov-2011
Ticker: MSFT
ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
1	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
5	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
6	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
7	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
8	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
9	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
11	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
13	SHAREHOLDER PROPOSAL 1. ESTABLISHMENT OF A	Shr	Against

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

BOARD COMMITTEE ON ENVIRONMENTAL
SUSTAINABILITY.

MONSANTO COMPANY

Agen

Security: 61166W101
Meeting Type: Annual
Meeting Date: 24-Jan-2012
Ticker: MON
ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JANICE L. FIELDS	Mgmt	For
1B	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	For
1C	ELECTION OF DIRECTOR: C. STEVEN MCMILLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Mgmt	For
03	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
04	APPROVAL OF THE MONSANTO COMPANY 2005 LONG-TERM INCENTIVE PLAN (AS AMENDED AND RESTATED AS OF JANUARY 24, 2012).	Mgmt	For
05	SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.	Shr	Against

NATIONAL GRID PLC, LONDON

Agen

Security: G6375K151
Meeting Type: AGM
Meeting Date: 25-Jul-2011
Ticker:
ISIN: GB00B08SNH34

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THIS MEETING WAS ORIGINALLY RELEASED UNDER THE NAME OF 'KEYSPAN CORPORATION'. IF YOU VOTED ON THE PREVIOUS MEETING, PLEASE RE-ENTER YOUR VOTING INTENTIONS AGAINST THIS FORM FOR YOUR VOTE	Non-Voting	

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

TO BE CAST. THANK YOU

1	To receive the Annual Report and Accounts	Mgmt	For
2	To declare a final dividend	Mgmt	For
3	To re-elect Sir John Parker	Mgmt	For
4	To re-elect Steve Holliday	Mgmt	For
5	To elect Andrew Bonfield	Mgmt	For
6	To re-elect Tom King	Mgmt	For
7	To re-elect Nick Winser	Mgmt	For
8	To re-elect Ken Harvey	Mgmt	For
9	To re-elect Linda Adamany	Mgmt	For
10	To re-elect Philip Aiken	Mgmt	For
11	To re-elect Stephen Pettit	Mgmt	For
12	To re-elect Maria Richter	Mgmt	For
13	To re-elect George Rose	Mgmt	For
14	To reappoint the auditors PricewaterhouseCoopers LLP	Mgmt	For
15	To authorise the Directors to set the auditors' remuneration	Mgmt	For
16	To approve the Directors' Remuneration Report	Mgmt	Against
17	To authorise the Directors to allot ordinary shares	Mgmt	For
18	To disapply pre-emption rights	Mgmt	For
19	To authorise the Company to purchase its own ordinary shares	Mgmt	For
20	To authorise the Directors to hold general meetings on 14 clear days' notice	Mgmt	For
21	To reapprove the Share Incentive Plan	Mgmt	For
22	To reapprove the Employee Stock Purchase Plan	Mgmt	For
23	To approve the Sharesave Plan	Mgmt	For
24	To approve the Long Term Performance Plan	Mgmt	For

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

Security: H57312649
 Meeting Type: AGM
 Meeting Date: 19-Apr-2012
 Ticker:
 ISIN: CH0038863350

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 959078 DUE TO CHANGE IN VOTING STATUS OF RESOLUTION 6. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 935399, 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	
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	
1.1	Approval of the annual report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2011	Mgmt	No vote
1.2	Acceptance of the compensation report 2011 (advisory vote)	Mgmt	No vote
2	Release of the members of the board of directors and of the management	Mgmt	No vote
3	Appropriation of profits resulting from the balance sheet of Nestle S.A. (proposed dividend) for the financial year 2011	Mgmt	No vote
4.1	Re-election to the board of directors of Mr. Daniel Borel	Mgmt	No vote
4.2	Election to the board of directors of Mr. Henri De Castries	Mgmt	No vote

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

4.3	Re-election of the statutory auditors KPMG SA, Geneva Branch	Mgmt	No vote
5	Capital reduction (by cancellation of shares)	Mgmt	No vote
6	In the event of a new or modified proposal by a shareholder during the General Meeting, I instruct the independent representative to vote in favour of the proposal of the Board of Directors	Mgmt	No vote

 NIKE, INC.

Agen

Security: 654106103
 Meeting Type: Annual
 Meeting Date: 19-Sep-2011
 Ticker: NKE
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For For
2	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 NOVARTIS AG, BASEL

Agen

Security: H5820Q150
 Meeting Type: AGM
 Meeting Date: 23-Feb-2012
 Ticker:
 ISIN: CH0012005267

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 943705 DUE TO ADDITION OF	Non-Voting	

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

RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.

CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 935314, 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	
A.1	Approval of the annual report, the financial statements of Novartis AG and the group consolidated financial statements for the business year 2011	Mgmt	No vote
A.2	Discharge from liability of the members of the board of directors and the Executive Committee	Mgmt	No vote
A.3	Appropriation of available earnings of Novartis AG and declaration of dividend: Balance brought forward: NIL; Net income of 2011: CHF 5,370,749,043; Partial use of free reserves: CHF 477,787,917; Available earnings at the disposal of the AGM: CHF 5,848,536,960; The Board of Directors proposed appropriation of available earnings as follows: Gross dividend of CHF 2.25 per dividend bearing share of CHF 0.50 nominal value: CHF -5,848,536,960; Balance to be carried forward: NIL	Mgmt	No vote
A.4	Reduction of share capital	Mgmt	No vote
A.511	Re-election of William Brody, M.D., PH.D.	Mgmt	No vote
A.512	Re-election of Srikant Datar, PH.D.	Mgmt	No vote
A.513	Re-election of Andreas Von Planta, PH.D.	Mgmt	No vote
A.514	Re-election of Dr. Ing. Wendelin Wiedeking	Mgmt	No vote
A.515	Re-election of Rolf M. Zinkernagel, M.D.	Mgmt	No vote

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

A.5.2	New-election of Dimitri Azar, M.D.	Mgmt	No vote
A.6	Appointment of the auditor, PricewaterhouseCoopers AG	Mgmt	No vote
B.	If shareholders at the annual general meeting propose additional and/or counter-proposals, I/we instruct the Independent Proxy to vote according to the proposal of the Board of Directors	Mgmt	No vote

 NOVO-NORDISK A S

Agen

 Security: K7314N152
 Meeting Type: AGM
 Meeting Date: 21-Mar-2012
 Ticker:
 ISIN: DK0060102614

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
CMMT	PLEASE NOTE THAT IF THE CHAIRMAN OF THE BOARD OR A BOARD MEMBER IS APPOINTED AS PROXY, WHICH IS OFTEN THE CASE, CLIENTS CAN ONLY EXPECT THEM TO ACCEPT PRO-MANAGEMENT VOTES. THE ONLY WAY TO GUARANTEE THAT ABSTAIN AND/OR AGAINST VOTES ARE REPRESENTED AT THE MEETING IS TO SEND YOUR OWN REPRESENTATIVE. THE SUBCUSTODIAN BANKS OFFER REPRESENTATION SERVICES FOR AN ADDED FEE IF REQUESTED. THANK YOU	Non-Voting	
CMMT	PLEASE BE ADVISED THAT SOME OF SUBCUSTODIANS IN DENMARK REQUIRE THE SHARES TO BE REGISTERED IN SEGREGATED ACCOUNTS BY REGISTRATION DEADLINE IN ORDER TO PROVIDE VOTING SERVICE. PLEASE CONTACT YOUR GLOBAL CUSTODIAN TO FIND OUT IF THIS REQUIREMENT APPLIES TO YOUR SHARES AND, IF SO, YOUR SHARES ARE REGISTERED IN A SEGREGATED ACCOUNT FOR THIS GENERAL MEETING.	Non-Voting	
2	Adoption of the audited Annual Report 2011	Mgmt	For
3.1	Approval of actual remuneration of the	Mgmt	For

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

Board of Directors for 2011

3.2	Approval of remuneration level of the Board of Directors for 2012	Mgmt	For
4	A resolution to distribute the profit	Mgmt	For
5.1	The Board of Directors proposes election of Sten Scheibye as chairman	Mgmt	For
5.2	The Board of Directors proposes election of Goran A Ando as vice chairman	Mgmt	For
5.3.a	Election of other members to the Board of Director: Bruno Angelici	Mgmt	For
5.3.b	Election of other members to the Board of Director: Henrik Gurtler	Mgmt	For
5.3.c	Election of other members to the Board of Director: Thomas Paul Koestler	Mgmt	For
5.3.d	Election of other members to the Board of Director: Kurt Anker Nielsen	Mgmt	For
5.3.e	Election of other members to the Board of Director: Hannu Ryopponen	Mgmt	For
5.3.f	Election of other members to the Board of Director: Liz Hewitt	Mgmt	For
6	Re-appointment of PricewaterhouseCoopers as auditor	Mgmt	For
7.1	Proposal from the Board of Directors: Reduction of the Company's B share capital from DKK 472,512,800 to DKK 452,512,800	Mgmt	For
7.2	Proposal from the Board of Directors: Authorisation of the Board of Directors to allow the company to repurchase own shares	Mgmt	For
7.3.1	Proposal from the Board of Directors: Amendments to the Articles of Association :Authorisation to introduce electronic communication with shareholders (new Article 15)	Mgmt	For
7.3.2	Proposal from the Board of Directors: Amendments to the Articles of Association :Amendments to reflect the change of the name of the Danish Business Authority	Mgmt	For
7.4	Proposal from the Board of Directors: Adoption of revised Remuneration Principles	Mgmt	For

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

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105
 Meeting Type: Annual
 Meeting Date: 04-May-2012
 Ticker: OXY
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	For
1B.	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Mgmt	For
1C.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1D.	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	For
1I.	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	For
2.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
4.	REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE.	Shr	Against

ORACLE CORPORATION

Agen

Security: 68389X105
 Meeting Type: Annual
 Meeting Date: 12-Oct-2011
 Ticker: ORCL
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JEFFREY S. BERG	Mgmt	For

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

	H. RAYMOND BINGHAM	Mgmt	For
	MICHAEL J. BOSKIN	Mgmt	For
	SAFRA A. CATZ	Mgmt	For
	BRUCE R. CHIZEN	Mgmt	For
	GEORGE H. CONRADES	Mgmt	For
	LAWRENCE J. ELLISON	Mgmt	For
	HECTOR GARCIA-MOLINA	Mgmt	For
	JEFFREY O. HENLEY	Mgmt	For
	MARK V. HURD	Mgmt	For
	DONALD L. LUCAS	Mgmt	For
	NAOMI O. SELIGMAN	Mgmt	For
2	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	Against
3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES RELATING TO EXECUTIVE COMPENSATION.	Mgmt	1 Year
4	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Mgmt	For
5	ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.	Shr	For

 PFIZER INC.

Agen

 Security: 717081103
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: PFE
 ISIN: US7170811035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: W.DON CORNWELL	Mgmt	For
1D.	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELEN H. HOBBS	Mgmt	For
1G.	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I.	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1K.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For

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

1L.	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1M.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N.	ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE	Mgmt	For
2.	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS.	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT.	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For
7.	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON DIRECTOR PAY.	Shr	Against

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109
Meeting Type: Annual
Meeting Date: 09-May-2012
Ticker: PM
ISIN: US7181721090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C.	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D.	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F.	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G.	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
1H.	ELECTION OF DIRECTOR: KALPANA MORPARIA	Mgmt	For
1I.	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT B. POLET	Mgmt	For
1K.	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For

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

1L.	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN	Mgmt	For
5.	STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR	Shr	Against
6.	STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE	Shr	Against

PPL CORPORATION

Agen-----

Security: 69351T106
Meeting Type: Annual
Meeting Date: 16-May-2012
Ticker: PPL
ISIN: US69351T1060

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FREDERICK M. BERNTHAL JOHN W. CONWAY STEVEN G. ELLIOTT LOUISE K. GOESER STUART E. GRAHAM STUART HEYDT RAJA RAJAMANNAR CRAIG A. ROGERSON WILLIAM H. SPENCE NATICA VON ALTHANN KEITH W. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	APPROVAL OF THE PPL CORPORATION 2012 STOCK INCENTIVE PLAN	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
5.	SHAREOWNER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD PROPOSAL	Shr	Against

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

 PRUDENTIAL PLC, LONDON

Agen

Security: G72899100
 Meeting Type: AGM
 Meeting Date: 17-May-2012
 Ticker:
 ISIN: GB0007099541

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive and consider the Directors' Report and the Financial Statements for the year ended 31 December 2011 with the related Auditor's Report	Mgmt	For
2	To approve the Directors' Remuneration Report for the year ended 31 December 2011	Mgmt	Against
3	To declare a final dividend of 17.24 pence per ordinary share of the Company for the year ended 31 December 2011, which shall be payable on 24 May 2012 to shareholders who were on the register of members at the close of business on 30 March 2012	Mgmt	For
4	To elect Mr Alexander Johnston as a director	Mgmt	For
5	To elect Mr Kaikhushru Nargolwala as a director	Mgmt	For
6	To re-elect Mr Keki Dadiseth as a director	Mgmt	For
7	To re-elect Sir Howard Davies as a director	Mgmt	For
8	To re-elect Mr Robert Devey as a director	Mgmt	For
9	To re-elect Mr John Foley as a director	Mgmt	For
10	To re-elect Mr Michael Garrett as a director	Mgmt	For
11	To re-elect Ms Ann Godbehere as a director	Mgmt	For
12	To re-elect Mr Paul Manduca as a director	Mgmt	For
13	To re-elect Mr Harvey McGrath as a director	Mgmt	For
14	To re-elect Mr Michael McLintock as a director	Mgmt	For
15	To re-elect Mr Nicolaos Nicandrou as a director	Mgmt	For
16	To re-elect Mr Barry Stowe as a director	Mgmt	For
17	To re-elect Mr Tidjane Thiam as a director	Mgmt	For

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

18	To re-elect Lord Turnbull as a director	Mgmt	For
19	To re-elect Mr Michael Wells as a director	Mgmt	For
20	To re-appoint KPMG Audit Plc as the Company's auditor until the conclusion of the next general meeting at which the Company's accounts are laid	Mgmt	For
21	To authorise the directors to determine the amount of the auditor's remuneration	Mgmt	For
22	Political donations	Mgmt	For
23	Renewal of authority to allot ordinary shares	Mgmt	For
24	Extension of authority to allot ordinary shares to include repurchased shares	Mgmt	For
25	That the Prudential International Savings-Related Share Option Scheme for Non-Employees 2012 summarised in Appendix 2 to this Notice of Meeting, the rules of which are produced by the Chairman for the purpose of identification, be and is hereby approved	Mgmt	For
26	Renewal of authority for disapplication of pre-emption rights	Mgmt	For
27	Renewal of authority for purchase of own shares	Mgmt	For
28	That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	Mgmt	For

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106
Meeting Type: Annual
Meeting Date: 17-Apr-2012
Ticker: PEG
ISIN: US7445731067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTORS: ALBERT R. GAMPER, JR.	Mgmt	For
1B	ELECTION OF DIRECTORS: CONRAD K. HARPER	Mgmt	For
1C	ELECTION OF DIRECTORS: WILLIAM V. HICKEY	Mgmt	For
1D	ELECTION OF DIRECTORS: RALPH IZZO	Mgmt	For

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

1E	ELECTION OF DIRECTORS: SHIRLEY ANN JACKSON	Mgmt	For
1F	ELECTION OF DIRECTORS: DAVID LILLEY	Mgmt	For
1G	ELECTION OF DIRECTORS: THOMAS A. RENYI	Mgmt	For
1H	ELECTION OF DIRECTORS: HAK CHEOL SHIN	Mgmt	For
1I	ELECTION OF DIRECTORS: RICHARD J. SWIFT	Mgmt	For
1J	ELECTION OF DIRECTORS: SUSAN TOMASKY	Mgmt	For
02	ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2012.	Mgmt	For

 QUALCOMM INCORPORATED

Agen

Security: 747525103
 Meeting Type: Annual
 Meeting Date: 06-Mar-2012
 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 PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 30, 2012.	Mgmt	For
03	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	Against
04	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE PLURALITY VOTING PROVISION.	Mgmt	For

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

 ROYAL BANK OF SCOTLAND GROUP PLC, EDINBURGH

Agen

Security: G76891111
 Meeting Type: AGM
 Meeting Date: 30-May-2012
 Ticker:
 ISIN: GB0007547838

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive and approve the accounts for the financial year ended 31 December 2011 and the reports of the directors and auditors thereon	Mgmt	For
2	To approve the Remuneration Report contained within the Report and Accounts for the financial year ended 31 December 2011	Mgmt	For
3	To elect Alison Davis as a director	Mgmt	For
4	To elect Tony Di Iorio as a director	Mgmt	For
5	To elect Baroness Noakes as a director	Mgmt	For
6	To re-elect Sandy Crombie as a director	Mgmt	For
7	To re-elect Philip Hampton as a director	Mgmt	For
8	To re-elect Stephen Hester as a director	Mgmt	For
9	To re-elect Penny Hughes as a director	Mgmt	For
10	To re-elect Joe MacHale as a director	Mgmt	For
11	To re-elect Brendan Nelson as a director	Mgmt	For
12	To re-elect Art Ryan as a director	Mgmt	For
13	To re-elect Bruce Van Saun as a director	Mgmt	For
14	To re-elect Philip Scott as a director	Mgmt	For
15	To re-appoint Deloitte LLP as auditors	Mgmt	For
16	To authorise the Group Audit Committee to fix the remuneration of the auditors	Mgmt	For
17	To renew the directors' authority to allot securities	Mgmt	For
18	To renew the directors' authority to allot shares on a non pre-emptive basis	Mgmt	For
19	To sub-divide and consolidate the ordinary	Mgmt	For

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

	share capital		
20	To amend the articles of association	Mgmt	For
21	To renew authority to grant rights to convert B Shares	Mgmt	For
22	To renew authority to grant rights to convert B Shares on a non pre-emptive basis	Mgmt	For
23	To amend the rules of The Royal Bank of Scotland Group plc 2007 Sharesave Plan and The Royal Bank of Scotland Group plc 2007 Irish Sharesave Plan	Mgmt	For
24	To permit the holding of General Meetings at 14 days' notice	Mgmt	For
25	To authorise political donations and expenditure by the Group in terms of Section 366 of the Companies Act 2006	Mgmt	For

 ROYAL DUTCH SHELL PLC, LONDON

Agen

 Security: G7690A118
 Meeting Type: AGM
 Meeting Date: 22-May-2012
 Ticker:
 ISIN: GB00B03MM408

Prop.#	Proposal	Proposal Type	Proposal Vote
1	That the Company's annual accounts for the financial year ended December 31, 2011, together with the Directors' report and the Auditors' report on those accounts, be received	Mgmt	For
2	That the Remuneration Report for the year ended December 31, 2011, set out in the Annual Report and Accounts 2011 and summarised in the Annual Review and Summary Financial Statements 2011, be approved	Mgmt	For
3	That Sir Nigel Sheinwald be appointed as a Director of the Company with effect from July 1, 2012	Mgmt	For
4	That Josef Ackermann be re-appointed as a Director of the Company	Mgmt	For
5	That Guy Elliott be re-appointed as a Director of the Company	Mgmt	For
6	That Simon Henry be re-appointed as a Director of the Company	Mgmt	For

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

7	That Charles O. Holliday be re-appointed as a Director of the Company	Mgmt	For
8	That Gerard Kleisterlee be re-appointed as a Director of the Company	Mgmt	For
9	That Christine Morin-Postel be re-appointed as a Director of the Company	Mgmt	For
10	That Jorma Ollila be re-appointed as a Director of the Company	Mgmt	For
11	That Linda G. Stuntz be re-appointed as a Director of the Company	Mgmt	For
12	That Jeroen van der Veer be re-appointed as a Director of the Company	Mgmt	For
13	That Peter Voser be re-appointed as a Director of the Company	Mgmt	For
14	That Hans Wijers be re-appointed as a Director of the Company	Mgmt	For
15	That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM of the Company	Mgmt	For
16	That the Board be authorised to determine the remuneration of the Auditors for 2012	Mgmt	For
17	That the Board be generally and unconditionally authorised, in substitution for all subsisting authorities, to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of EUR 147 million, and to list such shares or rights on any stock exchange, such authorities to apply until the earlier of the close of business on August 22, 2013 and the end of the next AGM of the Company (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, during this period the Company	Mgmt	For
CONT	CONTD shares or grant rights to subscribe for or to convert securities into shares under any such offer or agreement as if the authority had not ended	Non-Voting	
18	That if Resolution 17 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or	Mgmt	For

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

	sale, such power to be limited as specified		
19	That the Company be authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares of EUR 0.07 each ("Ordinary Shares"), such power to be limited as specified	Mgmt	For
20	That, in accordance with Section 366 of the Companies Act 2006 and in substitution for any previous authorities given to the Company (and its subsidiaries), the Company (and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect) be authorised to: (A) make political donations to political organisations other than political parties not exceeding GBP 200,000 in total per annum; and (B) incur political expenditure not exceeding GBP 200,000 in total per annum, during the period beginning with the date of the passing of this resolution and ending at the	Mgmt	For

 SANOFI, PARIS

Agen

 Security: F5548N101
 Meeting Type: MIX
 Meeting Date: 04-May-2012
 Ticker:
 ISIN: FR0000120578

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are	Non-Voting	

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

	unsure whether your Global		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2012/0312/201203121200823.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2012/0413/201204131201488.pdf	Non-Voting	
0.1	Approval of the corporate financial statements for the financial year 2011	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year 2011	Mgmt	For
0.3	Allocation of income and setting the dividend	Mgmt	For
0.4	Appointment of Mr. Laurent Attal as Board member	Mgmt	For
0.5	Renewal of term of Mr. Uwe Bicker as Board member	Mgmt	For
0.6	Renewal of term of Mr. Jean-Rene Fourtou as Board member	Mgmt	For
0.7	Renewal of term of Mrs. Claudie Haignere as Board member	Mgmt	For
0.8	Renewal of term of Mrs. Carole Pivnica as Board member	Mgmt	For
0.9	Renewal of term of Mr. Klaus Pohle as Board member	Mgmt	For
0.10	Appointment of the company Ernst & Young et Autres as principal Statutory Auditor	Mgmt	For
0.11	Appointment of the company Auditex as deputy Statutory Auditor	Mgmt	For
0.12	Ratification of the change of location of the registered office	Mgmt	For
0.13	Authorization to be granted to the Board of Directors to trade Company's shares	Mgmt	For
E.14	Delegation of authority to be granted to the Board of Directors to carry out free allocations of shares existing or to be issued to employees of the staff and corporate officers of the Group or to some of them	Mgmt	For
E.15	Powers to carry out all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT	Non-Voting	

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

RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

SAP AG, WALLDORF/BADEN

Agenda

Security: D66992104
 Meeting Type: AGM
 Meeting Date: 23-May-2012
 Ticker:
 ISIN: DE0007164600

Prop.#	Proposal	Proposal Type	Proposal Vote
	<p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF</p>	Non-Voting	
	<p>PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 02 MAY 2012, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE-1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.</p>	Non-Voting	
	<p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 08 MAY 2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.</p>	Non-Voting	
1.	<p>Presentation of the adopted annual financial statements and the approved group financial statements, the combined management report and group management report of SAP AG, including the Executive Board's explanatory notes relating to the information provided pursuant to Sections</p>	Non-Voting	

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

	289 (4) and (5) and 315 (4) of the Commercial Code (HGB), and the Supervisory Board's report, each for fiscal year 2011		
2.	Resolution on the appropriation of the retained earnings of fiscal year 2011	Mgmt	For
3.	Resolution on the formal approval of the acts of the Executive Board in fiscal year 2011	Mgmt	For
4.	Resolution on the formal approval of the acts of the Supervisory Board in fiscal year 2011	Mgmt	For
5.	Resolution on the approval of the system of Executive Board compensation	Mgmt	Against
6.	Appointment of the auditors of the financial statements and group financial statements for fiscal year 2012 : Following a corresponding recommendation by the audit committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, be appointed auditors of the financial statements and group financial statements for fiscal year 2012	Mgmt	For
7.a	Election of new member to the Supervisory Board: Prof. Dr. h. c. mult. Hasso Plattner	Mgmt	Against
7.b	Election of new member to the Supervisory Board: Pekka Ala-Pietila	Mgmt	For
7.c	Election of new member to the Supervisory Board: Prof. Anja Feldmann, Ph.D	Mgmt	For
7.d	Election of new member to the Supervisory Board: Prof. Dr. Wilhelm Haarmann	Mgmt	Against
7.e	Election of new member to the Supervisory Board: Bernard Liautaud	Mgmt	Against
7.f	Election of new member to the Supervisory Board: Dr. h. c. Hartmut Mehdorn	Mgmt	Against
7.g	Election of new member to the Supervisory Board: Dr. Erhard Schipporeit	Mgmt	For
7.h	Election of new member to the Supervisory Board: Prof. Dr.-Ing. Dr.-Ing. E. h. Klaus Wucherer	Mgmt	For
8.	Resolution on the cancellation of Contingent Capital III and Contingent Capital IIIa and the corresponding amendment of Section 4 of the Articles of Incorporation, as well as other amendments to Sections 4, 19 and 23 of the Articles of Incorporation	Mgmt	For

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

 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

 Security: 806857108
 Meeting Type: Annual
 Meeting Date: 11-Apr-2012
 Ticker: SLB
 ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Mgmt	For
1B.	ELECTION OF DIRECTOR: TONY ISAAC	Mgmt	For
1C.	ELECTION OF DIRECTOR: K. VAMAN KAMATH	Mgmt	For
1D.	ELECTION OF DIRECTOR: PAAL KIBSGAARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV	Mgmt	For
1F.	ELECTION OF DIRECTOR: ADRIAN LAJOUS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Mgmt	For
1H.	ELECTION OF DIRECTOR: ELIZABETH A. MOLER	Mgmt	For
1I.	ELECTION OF DIRECTOR: LUBNA S. OLAYAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: L. RAFAEL REIF	Mgmt	For
1K.	ELECTION OF DIRECTOR: TORE I. SANDVOLD	Mgmt	For
1L.	ELECTION OF DIRECTOR: HENRI SEYDOUX	Mgmt	For
2.	TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO APPROVE THE COMPANY'S 2011 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS.	Mgmt	For
4.	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5.	TO APPROVE AMENDMENTS TO THE COMPANY'S 2004 STOCK AND DEFERRAL PLAN FOR NON-EMPLOYEE DIRECTORS TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE AND MAKE CERTAIN TECHNICAL CHANGES.	Mgmt	For

 SCOTTISH AND SOUTHERN ENERGY PLC, PERTH

Agen

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

Security: G7885V109
 Meeting Type: AGM
 Meeting Date: 21-Jul-2011
 Ticker:
 ISIN: GB0007908733

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receive the Report and Accounts	Mgmt	For
2	Approve the Remuneration Report	Mgmt	For
3	Declare a final dividend	Mgmt	For
4	Re-appoint Katie Bickerstaffe	Mgmt	For
5	Re-appoint Jeremy Beeton	Mgmt	For
6	Re-appoint Lord Smith of Kelvin	Mgmt	For
7	Re-appoint Ian Marchant	Mgmt	For
8	Re-appoint Colin Hood	Mgmt	For
9	Re-appoint Gregor Alexander	Mgmt	For
10	Re-appoint Alistair Phillips-Davies	Mgmt	For
11	Re-appoint Lady Rice	Mgmt	For
12	Re-appoint Rene Medori	Mgmt	For
13	Re-appoint Richard Gillingwater	Mgmt	For
14	Re-appoint Thomas Thune Anderson	Mgmt	For
15	Re-appoint KPMG Audit Plc as Auditors	Mgmt	For
16	Authorise the Directors to determine the Auditors' remuneration	Mgmt	For
17	Authorise allotment of shares	Mgmt	For
18	To disapply pre-emption rights	Mgmt	For
19	To empower the Company to purchase its own Ordinary Shares	Mgmt	For
20	To approve 14 days' notice of general meetings	Mgmt	For
21	Approve the renewal of the 2001 Sharesave Scheme	Mgmt	For

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

 Security: 816851109
 Meeting Type: Annual
 Meeting Date: 10-May-2012
 Ticker: SRE
 ISIN: US8168511090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DONALD E. FELSINGER	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILFORD D. GODBOLD JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM D. JONES	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Mgmt	For
1G.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS RUIZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Mgmt	For
1K.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1L.	ELECTION OF DIRECTOR: LUIS M. TELLEZ	Mgmt	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	For
5.	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY.	Shr	Against

 SIEMENS AG, MUENCHEN

Agen

Security: D69671218
 Meeting Type: AGM
 Meeting Date: 24-Jan-2012
 Ticker:
 ISIN: DE0007236101

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

Prop.#	Proposal	Proposal Type	Proposal Vote
	<p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF</p>	Non-Voting	
	<p>For German registered shares, the shares have to be registered within the company's shareholder book. Depending on the processing of the local sub custodian if a client wishes to withdraw its voting instruction due to intentions to trade/lend their stock, a Take No Action vote must be received by the vote deadline as displayed on ProxyEdge to facilitate de-registration of shares from the company's shareholder book. Any Take No Action votes received after the vote deadline will only be forwarded and processed on a best effort basis. Please contact your client services representative if you require further</p>	Non-Voting	
	<p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 09.01.2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.</p>	Non-Voting	
01.	<p>To receive and consider the adopted Annual Financial Statements of Siemens AG and the approved Consolidated Financial Statements, together with the Combined Management's Discussion and Analysis of Siemens AG and the Siemens Group, including the Explanatory Report on the information required pursuant to Section 289 (4) and (5) and Section 315 (4) of the German Commercial Code (HGB) as of September 30, 2011, as well as the Report of the Supervisory Board, the Corporate Governance Report, the Compensation Report and the Compliance Report for fiscal year 2011</p>	Non-Voting	
02.	<p>To resolve on the appropriation of net</p>	Mgmt	For

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

income of Siemens AG to pay a dividend: The distributable profit of EUR 2,742,610,263 shall be appropriated as follows: Payment of a dividend of EUR 3 per no-par share EUR 114,077,313 shall be carried forward; Ex-dividend and payable date: January 25, 2012

03.	To ratify the acts of the members of the Managing Board	Mgmt	For
04.	To ratify the acts of the members of the Supervisory Board	Mgmt	For
05.	To resolve on the appointment Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart as the independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the Interim Financial Statements	Mgmt	For
06.	PLEASE NOTE THAT THIS IS A SHAREHOLDER'S PROPOSAL: Amendment to the Articles of Association of Siemens AG: In order to increase women's presence on the Supervisory Board, Section 11 shall be amended as follows: Section 11(1) shall be adjusted to ensure that at least 30 pct of the representatives of the shareholders on the Supervisory Board are women as of 2013 and at least 40 pct are women as of 2018. Section 11(3) shall be adjusted to ensure that at least 30 pct of the substitute representatives of the shareholders on the Supervisory Board are women as of 2013 and at least 40 pct. are	Shr	Against

 SOCIETE GENERALE, PARIS

Agen

Security: F43638141
 Meeting Type: MIX
 Meeting Date: 22-May-2012
 Ticker:
 ISIN: FR0000130809

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 961557 DUE TO ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE	Non-Voting	

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

ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.

CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2012/0420/201204201201667.pdf	Non-Voting	
0.1	Approval of the corporate financial statements for the financial year 2011	Mgmt	For
0.2	Allocation of income for the financial year 2011	Mgmt	For
0.3	Approval of the consolidated financial statements for the financial year 2011	Mgmt	For
0.4	Regulated agreements and commitments	Mgmt	Against
0.5	Renewal of term of Mr. Michel Cicurel as Board member	Mgmt	For
0.6	Renewal of term of Mrs. Nathalie Rachou as Board member	Mgmt	For
0.7	Appointment of Mr. Yann Delabriere as Board member	Mgmt	For
0.8	Appointment of Mr. Thierry Martel as Board member	Mgmt	For
0.9	Appointment of the company Ernst & Young et Autres as principal Statutory Auditor	Mgmt	For
0.10	Renewal of term of the company Deloitte et Associes as principal Statutory Auditor	Mgmt	For
0.11	Appointment of the company Picarle et Associes as deputy Statutory Auditor	Mgmt	For
0.12	Appointment of the company BEAS as deputy Statutory Auditor	Mgmt	For
0.13	Authorization granted to the Board of	Mgmt	For

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

	Directors to trade Company's shares with in the limit of 5% of capital		
E.14	Delegation of authority to the Board of Directors for a 26-month period to carry out share capital increase while maintaining preferential subscription rights (i) by issuing common shares or any securities providing access to capital of the Company or its subsidiaries for a maximum nominal amount of share issuance of EUR 485 million, or 49.99% of capital with the amounts set in the 15th, 16th, 17th, 19th and 20th resolutions being deducted from this amount, (ii) and/or by incorporation for a maximum nominal amount of EUR 550 million	Mgmt	For
E.15	Delegation of authority to the Board of Directors for a 26-month period to carry out share capital increase with cancellation of preferential subscription rights by issuing common shares or any securities providing access to capital of the Company or its subsidiaries for a maximum nominal amount of share issuance of EUR 145 million, or 14.95% of capital with the amount set in the 14th resolution being deducted from this amount, and the amounts set in the 16th and 17th resolutions being deducted from this amount	Mgmt	For
E.16	Authorization granted to the Board of Directors for a 26-month period to increase the number of issuable securities in case of surplus demand following a capital increase with or without preferential subscription rights within the limits of 15% of the original issuance and overall limitations established under the 14th and 15th resolutions	Mgmt	For
E.17	Delegation of authority to the Board of Directors for a 26-month period to carry out share capital increase within the limits of 10% of capital and overall limitations established under the 14th and 15th resolutions, in consideration for in-kind contributions granted to the Company and composed of equity securities or securities providing access to capital, outside of a public exchange offer	Mgmt	For
E.18	Delegation of authority to the Board of Directors for a 26-month period to carry out the issuance of securities other than shares, entitling to the allotment of debt securities and shall not giving rise to the Company's capital increase	Mgmt	For
E.19	Delegation granted to the Board of Directors for a 26-month period to carry out	Mgmt	Against

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

	t a capital increase or sale of shares reserved for members of a Company or Group Savings Plan within the limits of 3% of capital and the overall limitation established under the 14th resolution		
E.20	Authorization granted to the Board of Directors for a 26-month period to carry out free allocations of performance shares existing or to be issued within the limits of 2% of capital and the overall limitation established under the 14th resolution-including a maximum of 0.1% for corporate officers	Mgmt	Against
E.21	Authorization granted to the Board of Directors to replace the financial performance condition of the Plan of November 2, 2010 for free allocation of shares to all employees	Mgmt	For
E.22	Authorization granted to the Board of Directors to cancel treasury shares of the Company within the limit of 5% per 24-month period	Mgmt	For
E.23	Powers to carry out all legal formalities	Mgmt	For
A	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: (Not approved by the Board of Directors): Changing the governance and management structure of the company into a Supervisory Board and Executive Board	Shr	For

ST. JUDE MEDICAL, INC.

Agent

Security: 790849103
Meeting Type: Annual
Meeting Date: 03-May-2012
Ticker: STJ
ISIN: US7908491035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN W. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: DANIEL J. STARKS	Mgmt	For
2	TO APPROVE AMENDMENTS TO THE 2007 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
3	TO APPROVE AMENDMENTS TO OUR ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY OUR BOARD OF DIRECTORS.	Mgmt	For

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

4	ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
5	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For

 STATOIL ASA, STAVANGER

Agen

Security: R8413J103
 Meeting Type: AGM
 Meeting Date: 15-May-2012
 Ticker:
 ISIN: NO0010096985

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
CMMT	SHARES HELD IN AN OMNIBUS/NOMINEE ACCOUNT NEED TO BE RE-REGISTERED IN THE BENEFICIAL OWNERS NAME TO BE ALLOWED TO VOTE AT MEETINGS. SHARES WILL BE TEMPORARILY TRANSFERRED TO A SEPARATE ACCOUNT IN THE BENEFICIAL OWNER'S NAME ON THE PROXY DEADLINE AND TRANSFERRED BACK TO THE OMNIBUS/NOMINEE ACCOUNT THE DAY AFTER THE MEETING.	Non-Voting	
1	Opening of the annual general meeting by the chair of the corporate assembly	Non-Voting	
2	Registration of attending shareholders and proxies	Non-Voting	
3	The board of directors proposes that the general meeting elects the chair of the corporate assembly, Olaug Svarva, as chair of the meeting	Mgmt	No vote

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

4	Approval of the notice and the agenda	Mgmt	No vote
5	Election of two persons to co-sign the minutes together with the chair of the meeting	Mgmt	No vote
6	Approval of the annual report and accounts for Statoil ASA and the Statoil group for 2011 including the board of directors' proposal for distribution of dividend	Mgmt	No vote
7	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: It is not in the shareholders' long-term interest to continue the extraction of tar sands in Canada. Very high greenhouse gas emissions from extraction of tar sands are not consistent with the international goal of keeping global temperature rise below two degrees Celsius. This, together with the infringement of local indigenous people's constitutional rights and the environmental impacts, make extraction from tar sands an unacceptable strategy. Statoil must withdraw from tar sands extraction in Canada	Shr	No vote
8	Declaration on stipulation of salary and other remuneration for executive management	Mgmt	No vote
9	Determination of remuneration for the company's external auditor for 2011	Mgmt	No vote
10	The general meeting elects KPMG as new auditor for Statoil ASA	Mgmt	No vote
11A.1	The nomination committee nominates Olaug Svarva as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A.2	The nomination committee nominates Idar Kreutzer as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A.3	The nomination committee nominates Karin Aslaksen as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A.4	The nomination committee nominates Greger Mannsverk as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A.5	The nomination committee nominates Steinar Olsen as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A.6	The nomination committee nominates Ingvald Strommen as member of the corporate	Mgmt	No vote

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

	assembly until the annual general meeting in 2014		
11A.7	The nomination committee nominates Rune Bjerke as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A.8	The nomination committee nominates Tore Ulstein as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A.9	The nomination committee nominates Live Haukvik Aker as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A10	The nomination committee nominates Siri Kalvig as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A11	The nomination committee nominates Thor Oscar Bolstad as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11A12	The nomination committee nominates Barbro Haetta as member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11B.1	The nomination committee nominates Arthur Sletteberg as deputy member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11B.2	The nomination committee nominates Bassim Haj as deputy member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11B.3	The nomination committee nominates Anne-Margrethe Firing as deputy member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
11B.4	The nomination committee nominates Linda Litlekalsoy Aase as deputy member of the corporate assembly until the annual general meeting in 2014	Mgmt	No vote
12	Determination of remuneration for the corporate assembly	Mgmt	No vote
13.1	The nomination committee nominates Olaug Svarva, chair as member of the nomination committee until the annual general meeting in 2014	Mgmt	No vote
13.2	The nomination committee nominates Tom Rathke, as member of the nomination committee until the annual general meeting in 2014	Mgmt	No vote

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

13.3	The nomination committee nominates Live Haukvik Aker, as member of the nomination committee until the annual general meeting in 2014	Mgmt	No vote
13.4	The nomination committee nominates Ingrid Dramdal Rasmussen, as member of the nomination committee until the annual general meeting in 2014	Mgmt	No vote
14	Determination of remuneration for the nomination committee	Mgmt	No vote
15	Authorisation to acquire Statoil ASA shares in the market in order to continue operation of the share saving plan for employees	Mgmt	No vote
16	Authorisation to acquire Statoil ASA shares in the market for subsequent annulment	Mgmt	No vote

 TESCO PLC, CHESHUNT

Agen

 Security: G87621101
 Meeting Type: AGM
 Meeting Date: 01-Jul-2011
 Ticker:
 ISIN: GB0008847096

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the Directors Report and Accounts for the year ended 26 Feb-11	Mgmt	For
2	To approve the Remuneration Report	Mgmt	For
3	To declare a final dividend	Mgmt	For
4	To elect Gareth Bullock as a director	Mgmt	For
5	To elect Stuart Chambers as a director	Mgmt	For
6	To re-elect David Reid as a director	Mgmt	For
7	To re-elect Philip Clarke as a director	Mgmt	For
8	To re-elect Richard Brasher as a director	Mgmt	For
9	To re-elect Patrick Cescau as a director	Mgmt	For
10	To re-elect Karen Cook as a director	Mgmt	For
11	To re-elect Ken Hanna as a director	Mgmt	For
12	To re-elect Andrew Higginson as a director	Mgmt	For

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

13	To re-elect Ken Hydon as a director	Mgmt	For
14	To re-elect Tim Mason as a director	Mgmt	For
15	To re-elect Laurie McIlwee as a director	Mgmt	For
16	To re-elect Lucy Neville-Rolfe as a director	Mgmt	For
17	To re-elect David Potts as a director	Mgmt	For
18	To re-elect Jacqueline Tammenoms Bakker as a director	Mgmt	For
19	To re-appoint the auditors	Mgmt	For
20	To set the auditors remuneration	Mgmt	For
21	To authorise the directors to allot shares	Mgmt	For
22	To disapply pre-emption rights	Mgmt	For
23	To authorise the Company to purchase its own shares	Mgmt	For
24	To authorise political donations by the Company and its subsidiaries	Mgmt	For
25	To approve and adopt the Tesco PLC Performance Share Plan 2011	Mgmt	For
26	To renew authorities to continue Tesco PLC Savings-Related Share Option Scheme 1981	Mgmt	For
27	To authorise short notice general meetings	Mgmt	For

 TESCO PLC, CHESHUNT

Agen

 Security: G87621101
 Meeting Type: AGM
 Meeting Date: 29-Jun-2012
 Ticker:
 ISIN: GB0008847096

Prop.#	Proposal	Proposal Type	Proposal Vote
1	To receive the Directors' Report and Accounts	Mgmt	For
2	To approve the Directors' Remuneration Report	Mgmt	For
3	To declare a final dividend	Mgmt	For
4	To elect Sir Richard Broadbent as a	Mgmt	For

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

	director		
5	To elect Ms Deanna Oppenheimer as a director	Mgmt	For
6	To re-elect Mr Philip Clarke as a director	Mgmt	For
7	To re-elect Mr Gareth Bullock as a director	Mgmt	For
8	To re-elect Mr Patrick Cescau as a director	Mgmt	For
9	To re-elect Mr Stuart Chambers as a director	Mgmt	For
10	To re-elect Ms Karen Cook as a director	Mgmt	For
11	To re-elect Mr Ken Hanna as a director	Mgmt	For
12	To re-elect Mr Andrew Higginson as a director	Mgmt	For
13	To re-elect Mr Ken Hydon as a director	Mgmt	For
14	To re-elect Mr Tim Mason as a director	Mgmt	For
15	To re-elect Mr Laurie McIlwee as a director	Mgmt	For
16	To re-elect Ms Lucy Neville-Rolfe as a director	Mgmt	For
17	To re-elect Ms Jacqueline Tammenoms Bakker as a director	Mgmt	For
18	To re-appoint the auditors: PricewaterhouseCoopers LLP	Mgmt	For
19	To set the auditors' remuneration	Mgmt	For
20	To authorise the directors to allot shares	Mgmt	For
21	To disapply pre-emption rights	Mgmt	For
22	To authorise the Company to purchase its own shares	Mgmt	For
23	To authorise political donations by the Company and its subsidiaries	Mgmt	For
24	To authorise short notice general meetings	Mgmt	For

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209
Meeting Type: Annual
Meeting Date: 19-Sep-2011
Ticker: TEVA
ISIN: US8816242098

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVE RESOLUTION OF THE BOARD TO DECLARE & DISTRIBUTE CASH DIVIDEND FOR YEAR DECEMBER 31, 2010, PAID IN FOUR INSTALLMENTS IN AN AGGREGATE AMOUNT OF NIS 2.90 PER ORDINARY SHARE (OR ADS).	Mgmt	For
2A	TO APPOINT MR. CHAIM HURVITZ TO THE BOARD OF DIRECTORS.	Mgmt	For
2B	TO APPOINT MR. ORY SLONIM TO THE BOARD OF DIRECTORS.	Mgmt	For
2C	TO APPOINT MR. DAN SUESSKIND TO THE BOARD OF DIRECTORS.	Mgmt	For
3A	APPOINT MR. JOSEPH (YOSSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
3B	APPOINT PROF. DAFNA SCHWARTZ AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
04	APPOINT KESSELMAN & KESSELMAN, MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
05	TO APPROVE THE PURCHASE OF DIRECTORS' & OFFICERS' LIABILITY INSURANCE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
6A	TO APPROVE AN INCREASE IN THE REMUNERATION FOR PROF. MOSHE MANY IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD OF DIRECTORS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
6B	APPROVE REIMBURSEMENT OF EXPENSES TO DR. PHILLIP FROST, CHAIRMAN OF BOARD, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For

 THE BANK OF NOVA SCOTIA

 Agen

 Security: 064149107
 Meeting Type: Annual
 Meeting Date: 03-Apr-2012
 Ticker: BNS
 ISIN: CA0641491075

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

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

		Type	
01	DIRECTOR RONALD A. BRENNEMAN C.J. CHEN DAVID A. DODGE N. ASHLEIGH EVERETT JOHN C. KERR JOHN T. MAYBERRY THOMAS C. O'NEILL INDIRA V. SAMARASEKERA SUSAN L. SEGAL ALLAN C. SHAW PAUL D. SOBEY BARBARA S. THOMAS RICHARD E. WAUGH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPOINTMENT OF KPMG LLP AS AUDITORS.	Mgmt	For
03	ADVISORY VOTE ON NON-BINDING RESOLUTION ON EXECUTIVE COMPENSATION APPROACH.	Mgmt	For
04	SHAREHOLDER PROPOSAL 1.	Shr	Against
05	SHAREHOLDER PROPOSAL 2.	Shr	Against
06	SHAREHOLDER PROPOSAL 3.	Shr	Against

 THE BOEING COMPANY

Agen

 Security: 097023105
 Meeting Type: Annual
 Meeting Date: 30-Apr-2012
 Ticker: BA
 ISIN: US0970231058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For

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

1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
4.	REPORT ON POLITICAL AND TRADE ASSOCIATION CONTRIBUTIONS.	Shr	Against
5.	ACTION BY WRITTEN CONSENT.	Shr	For
6.	RETENTION OF SIGNIFICANT STOCK BY FORMER EXECUTIVES.	Shr	For
7.	EXTRAORDINARY RETIREMENT BENEFITS.	Shr	For

THE COCA-COLA COMPANY

Agen

Security: 191216100
 Meeting Type: Annual
 Meeting Date: 25-Apr-2012
 Ticker: KO
 ISIN: US1912161007

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	Against
1C.	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD M. DALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1F.	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1I.	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. KOTICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For

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

1L.	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
1M.	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1N.	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1O.	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Mgmt	For
1P.	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
1Q.	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

THE ESTEE LAUDER COMPANIES INC.

Agen

Security: 518439104
 Meeting Type: Annual
 Meeting Date: 11-Nov-2011
 Ticker: EL
 ISIN: US5184391044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHARLENE BARSHEFSKY WEI SUN CHRISTIANSON FABRIZIO FREDA JANE LAUDER LEONARD A. LAUDER	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR.	Mgmt	For

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: GS
 ISIN: US38141G1040

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. MICHELE BURNS	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: LAKSHMI N. MITTAL	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1J.	ELECTION OF DIRECTOR: DEBORA L. SPAR	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY)	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING REPORT ON LOBBYING EXPENDITURES	Shr	Against

THE HOME DEPOT, INC.

Agen

Security: 437076102
Meeting Type: Annual
Meeting Date: 17-May-2012
Ticker: HD
ISIN: US4370761029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For

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

1D.	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. FRANK BROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H.	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF RESERVED SHARES	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON POLITICAL CONTRIBUTIONS	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
7.	SHAREHOLDER PROPOSAL REGARDING REMOVAL OF PROCEDURAL SAFEGUARDS FROM SHAREHOLDER WRITTEN CONSENT RIGHT	Shr	For
8.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
9.	SHAREHOLDER PROPOSAL REGARDING CHARITABLE CONTRIBUTIONS	Shr	Against
10.	SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY	Shr	Against

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: PNC
 ISIN: US6934751057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For

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

1B.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1H.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1J.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1K.	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L.	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M.	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1N.	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O.	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

 THE PROCTER & GAMBLE COMPANY

Agen

 Security: 742718109
 Meeting Type: Annual
 Meeting Date: 11-Oct-2011
 Ticker: PG
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ANGELA F. BRALY	Mgmt	For
1B	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For

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

1F	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1H	ELECTION OF DIRECTOR: MARGARET C. WHITMAN	Mgmt	For
1I	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Mgmt	For
1J	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1K	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 65 OF PROXY STATEMENT)	Mgmt	For
03	ADVISORY VOTE TO APPROVE THE COMPANY'S SAY ON PAY VOTE (PAGES 65-66 OF PROXY STATEMENT)	Mgmt	For
04	ADVISORY VOTE TO RECOMMEND THE FREQUENCY OF THE SAY ON PAY VOTE (PAGES 66-67 OF PROXY STATEMENT)	Mgmt	1 Year
05	AMEND THE COMPANY'S AMENDED ARTICLES OF INCORPORATION (PAGE 67 OF PROXY STATEMENT)	Mgmt	For
06	SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING (PAGE 68 OF PROXY STATEMENT)	Shr	Against
07	SHAREHOLDER PROPOSAL #2 - ANIMAL TESTING (PAGES 69-70 OF PROXY STATEMENT)	Shr	Against
08	SHAREHOLDER PROPOSAL #3 - ELECTIONEERING CONTRIBUTIONS (PAGES 70-72 OF PROXY STATEMENT)	Shr	Against

 THE SOUTHERN COMPANY

Agen

 Security: 842587107
 Meeting Type: Annual
 Meeting Date: 23-May-2012
 Ticker: SO
 ISIN: US8425871071

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: J.P. BARANCO	Mgmt	For
1B.	ELECTION OF DIRECTOR: J.A. BOSCIA	Mgmt	For
1C.	ELECTION OF DIRECTOR: H.A. CLARK III	Mgmt	For

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

1D.	ELECTION OF DIRECTOR: T.A. FANNING	Mgmt	For
1E.	ELECTION OF DIRECTOR: H.W. HABERMEYER, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: V.M. HAGEN	Mgmt	For
1G.	ELECTION OF DIRECTOR: W.A. HOOD, JR.	Mgmt	For
1H.	ELECTION OF DIRECTOR: D.M. JAMES	Mgmt	For
1I.	ELECTION OF DIRECTOR: D.E. KLEIN	Mgmt	For
1J.	ELECTION OF DIRECTOR: W.G. SMITH, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: S.R. SPECKER	Mgmt	For
1L.	ELECTION OF DIRECTOR: L.D. THOMPSON	Mgmt	For
1M.	ELECTION OF DIRECTOR: E.J. WOOD III	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION	Mgmt	For
4.	STOCKHOLDER PROPOSAL ON COAL COMBUSTION BYPRODUCTS ENVIRONMENTAL REPORT	Shr	Against
5.	STOCKHOLDER PROPOSAL ON LOBBYING CONTRIBUTIONS AND EXPENDITURES REPORT	Shr	Against

 THE WALT DISNEY COMPANY

Agen

Security: 254687106
 Meeting Type: Annual
 Meeting Date: 13-Mar-2012
 Ticker: DIS
 ISIN: US2546871060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	Against
1D	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1E	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1F	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	Against
1G	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For

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

1H	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	Against
1I	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	Against
1J	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE 2011 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	Against

TOTAL SA, COURBEVOIE

Agen

 Security: F92124100
 Meeting Type: MIX
 Meeting Date: 11-May-2012
 Ticker:
 ISIN: FR0000120271

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 951647 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered	Non-Voting	
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL	Non-Voting	

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

MEETING INFORMATION IS AVAILABLE BY CLIC
 KING ON THE MATERIAL URL LINK:
<https://balo.journal-officiel.gouv.fr/pdf/2012/0404/201204041201206.pdf>

0.1	Approval of the corporate financial statements of the Company	Mgmt	For
0.2	Approval of the consolidated financial statements	Mgmt	For
0.3	Allocation of income and setting the dividend	Mgmt	For
0.4	Authorization granted to the Board of Directors to trade Company's shares	Mgmt	For
0.5	Renewal of term of Mr. Christophe de Margerie as Board member	Mgmt	Against
0.6	Renewal of term of Mr. Patrick Artus as Board member	Mgmt	For
0.7	Renewal of term of Mr. Bertrand Collomb as Board member	Mgmt	For
0.8	Renewal of term of Mrs. Anne Lauvergeon as Board member	Mgmt	For
0.9	Renewal of term of Mr. Michel Pebereau as Board member	Mgmt	Against
0.10	Ratification of the appointment of Mr. Gerard Lamarche as Board member, in substitution of Mr. Thierry de Rudder, who resigned	Mgmt	For
0.11	Appointment of Mrs. Anne-Marie Idrac as Board member	Mgmt	For
0.12	Commitments pursuant to Article L.225-42-1 of the Commercial Code	Mgmt	Against
E.13	Delegation of authority granted to the Board of Directors to increase capital while maintaining shareholders' preferential subscription rights either by issuing common shares and/or any securities providing access to the capital of the Company, or by incorporation of premiums, reserves, profits or otherwise	Mgmt	For
E.14	Delegation of authority granted to the Board of Directors to increase capital by issuing common shares or any securities providing access to capital with cancellation of preferential subscription rights	Mgmt	For
E.15	Delegation of authority granted to the Board of Directors to increase the number of issuable securities in case of capital	Mgmt	For

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

	increase with cancellation of sha reholders' preferential subscription rights		
E.16	Delegation of powers granted to the Board of Directors to increase capital by issuing common shares or any securities providing access to capital, in consid eration for in-kind contributions granted to the Company	Mgmt	For
E.17	Delegation of authority granted to the Board of Directors to increase capital under the conditions provided in Articles L.3332-18 et seq. of the Code of Lab or	Mgmt	For
E.18	Delegation of powers granted to the Board of Directors to carry out capital in creases reserved for categories of beneficiaries as part of a transaction rese rved for employees with cancellation of preferential subscription rights	Mgmt	For
E.19	Authorization granted to the Board of Directors to reduce capital by cancellat ion of shares	Mgmt	For
A.	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolution present ed pursuant to Articles L.2323-67 and R/2323-14 of the Code of Labor: Remunera tion of executive corporate officers. (Non-approved by the Board of Directors)	Shr	Against
B.	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolution present ed pursuant to Articles L.2323-67 and R/2323-14 of the Code of Labor: Increase d dividend for shareholders of registered shares for at least 2 years. (Non-ap proved by the Board of Directors.)	Shr	Against

UBS AG, ZUERICH UND BASEL

Agen

Security: H89231338
Meeting Type: AGM
Meeting Date: 03-May-2012
Ticker:
ISIN: CH0024899483

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT	Non-Voting	

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

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

CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 935500, 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	
1.1	Approval of annual report, group and parent bank accounts	Mgmt	No vote
1.2	Advisory vote on the compensation report 2011	Mgmt	No vote
2	Appropriation of retained earnings and distribution	Mgmt	No vote
3	Discharge of the members of the board of directors and the group executive board for the financial year 2011	Mgmt	No vote
4.1.1	Re-election of members of the board of directors: Mr Michel Demare	Mgmt	No vote
4.1.2	Re-election of members of the board of directors: Mr David Sidwell	Mgmt	No vote
4.1.3	Re-election of members of the board of directors: Mr Rainer Marc Frey	Mgmt	No vote
4.1.4	Re-election of members of the board of directors: Mrs Ann F. Godbehere	Mgmt	No vote
4.1.5	Re-election of members of the board of directors: Mr Axel P. Lehmann	Mgmt	No vote
4.1.6	Re-election of members of the board of directors: Mr Wolfgang Mayrhuber	Mgmt	No vote
4.1.7	Re-election of members of the board of directors: Mr Helmut Panke	Mgmt	No vote
4.1.8	Re-election of members of the board of directors: Mr William G. Parrett	Mgmt	No vote
4.1.9	Re-election of members of the board of directors: Mr Joseph Yam	Mgmt	No vote
4.2.1	Election of new candidates for the board of directors: Mrs Isabelle Romy	Mgmt	No vote
4.2.2	Election of new candidates for the board of	Mgmt	No vote

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

directors: Mrs Beatrice Weder di Mauro		
4.2.3	Election of new candidates for the board of directors: Mr Axel A. Weber	Mgmt No vote
4.3	Re-election of the auditors Ernst and Young Ltd., Basel	Mgmt No vote
4.4	Re-election of the special auditors BDO AG, Zurich	Mgmt No vote
5	Increase of conditional capital and approval of amended article 4A para. 1 of the articles of association	Mgmt No vote
6.1	Amendments of the articles of association: deletion of Article 37 of the articles of association	Mgmt No vote
6.2	Amendments of the articles of association: deletion of Article 38 of the articles of association	Mgmt No vote
7	Ad hoc	Mgmt No vote
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN TEXT OF RESOLUTION 4.4. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting

UNILEVER NV

Agen

Security: N8981F271
Meeting Type: EGM
Meeting Date: 16-Sep-2011
Ticker:
ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU	Non-Voting	
1	Authorisation of the Board of Directors to purchase 6% cumulative preference shares and 7% cumulative preference shares (and depositary receipts thereof) in the share capital of Unilever N.V.	Mgmt	For

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

UNILEVER NV

Agen

Security: N8981F271
 Meeting Type: AGM
 Meeting Date: 20-Oct-2011
 Ticker:
 ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU	Non-Voting	
1	Opening and communication	Non-Voting	
2	Report on the financial accounts for the period 1/7/2010-30/6/2011	Non-Voting	
3	As a consequence of the periodic rotation of office Mr. A.A. Olijslager will step down as per the date of the first meeting of the board of the administration office to be held in 2012. Consequently a vacancy will arise in the board. The board intends to fill this vacancy by re-appointing Mr. Olijslager. In accordance with article 5.4 of its articles of association, the administration office wishes to inform the holders of depositary receipts issued by the administration office of the occurrence of this vacancy in the board	Non-Voting	
4	Questions	Non-Voting	
5	Closing	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION NUMBER 3. THANK YOU.	Non-Voting	

UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271
 Meeting Type: AGM
 Meeting Date: 09-May-2012
 Ticker:
 ISIN: NL0000009355

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receive report of management board	Non-Voting	
2	Approve financial statements and allocation of income	Mgmt	For
3	Approve discharge of management board	Mgmt	For
4	Approve discharge of supervisory board	Mgmt	For
5	Reelect P.G.J.M. Polman as CEO to board of directors	Mgmt	For
6	Reelect R.J.M.S. Huet as CFO to board of directors	Mgmt	For
7	Reelect L.O. Fresco to board of directors	Mgmt	For
8	Reelect A.M. Fudge to board of directors	Mgmt	For
9	Reelect C.E. Golden to board of directors	Mgmt	For
10	Reelect B.E. Grote to board of directors	Mgmt	For
11	Reelect S.B. Mittal to board of directors	Mgmt	For
12	Reelect H. Nyasulu to board of directors	Mgmt	For
13	Reelect M. Rifkind to board of directors	Mgmt	For
14	Reelect K.J. Storm to board of directors	Mgmt	For
15	Reelect M. Treschow to board of directors	Mgmt	For
16	Reelect P.S. Walsh to board of directors	Mgmt	For
17	Amend articles of association	Mgmt	For
18	Authorize repurchase of up to 10 percent of issued share capital	Mgmt	For
19	Approve authorization to cancel ordinary shares	Mgmt	For
20	Grant board authority to issue shares up to 10 percent of issued capital plus additional 10 percent in case of takeover merger and restricting/excluding preemptive rights	Mgmt	For
21	Ratify PricewaterhouseCoopers as auditors	Mgmt	For
22	Allow questions and close meeting	Non-Voting	
	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RESOLUTION 11. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

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

 UNION PACIFIC CORPORATION

Agen

 Security: 907818108
 Meeting Type: Annual
 Meeting Date: 10-May-2012
 Ticker: UNP
 ISIN: US9078181081

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: A.H. CARD, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: E.B. DAVIS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: T.J. DONOHUE	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.W. DUNHAM	Mgmt	For
1E.	ELECTION OF DIRECTOR: J.R. HOPE	Mgmt	For
1F.	ELECTION OF DIRECTOR: C.C. KRULAK	Mgmt	For
1G.	ELECTION OF DIRECTOR: M.R. MCCARTHY	Mgmt	For
1H.	ELECTION OF DIRECTOR: M.W. MCCONNELL	Mgmt	For
1I.	ELECTION OF DIRECTOR: T.F. MCLARTY III	Mgmt	For
1J.	ELECTION OF DIRECTOR: S.R. ROGEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: J.H. VILLARREAL	Mgmt	For
1L.	ELECTION OF DIRECTOR: J.R. YOUNG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE STOCK OWNERSHIP IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	For

 UNITEDHEALTH GROUP INCORPORATED

Agen

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

Security: 91324P102
 Meeting Type: Annual
 Meeting Date: 04-Jun-2012
 Ticker: UNH
 ISIN: US91324P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD T. BURKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
1F.	ELECTION OF DIRECTOR: RODGER A. LAWSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1H.	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1I.	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
2.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
4.	CONSIDERATION OF THE SHAREHOLDER PROPOSAL SET FORTH IN THE PROXY STATEMENT, IF PROPERLY PRESENTED AT THE 2012 ANNUAL MEETING OF SHAREHOLDERS.	Shr	Against

VARIAN MEDICAL SYSTEMS, INC.

Agen

Security: 92220P105
 Meeting Type: Annual
 Meeting Date: 09-Feb-2012
 Ticker: VAR
 ISIN: US92220P1057

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

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

01	DIRECTOR TIMOTHY E. GUERTIN DAVID J. ILLINGWORTH R. NAUMANN-ETIENNE	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE VARIAN MEDICAL SYSTEMS, INC. 2005 OMNIBUS STOCK PLAN.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For

VIVENDI, PARIS

Agen

Security: F97982106
Meeting Type: OGM
Meeting Date: 19-Apr-2012
Ticker:
ISIN: FR0000127771

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:	Non-Voting	

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

<https://balo.journal-officiel.gouv.fr/pdf/2012/0305/201203051200705.pdf> AND
<https://balo.journal-officiel.gouv.fr/pdf/2012/0328/201203281201141.pdf>

1	Approval of the reports and annual corporate financial statements for the financial year 2011	Mgmt	For
2	Approval of the reports and consolidated financial statements for the financial year 2011	Mgmt	For
3	Approval of the special report of the Statutory Auditors on the regulated agreements and commitments	Mgmt	For
4	Allocation of income for the financial year 2011, setting the dividend and the payment date	Mgmt	For
5	Renewal of term of Mr. Jean-Rene Fourtou as Supervisory Board member	Mgmt	For
6	Renewal of term of Mr. Philippe Donnet as Supervisory Board member	Mgmt	For
7	Renewal of term of the company Ernst et Young et Autres as principal Statutory Auditor	Mgmt	For
8	Renewal of term of the company Auditex as deputy Statutory Auditor	Mgmt	For
9	Authorization to be granted to the Executive Board to allow the Company to purchase its own shares	Mgmt	For
10	Powers to carry out all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

VODAFONE GROUP PLC, NEWBURY BERKSHIRE

Agen

Security: G93882135
Meeting Type: AGM
Meeting Date: 26-Jul-2011
Ticker:
ISIN: GB00B16GWD56

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

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

1	To receive the Company's accounts and reports of the directors and the auditor for the year ended 31 March 2011	Mgmt	For
2	To elect Gerard Kleisterlee as a director	Mgmt	For
3	To re-elect John Buchanan as a director	Mgmt	For
4	To re-elect Vittorio Colao as a director	Mgmt	For
5	To re-elect Michel Combes as a director	Mgmt	For
6	To re-elect Andy Halford as a director	Mgmt	For
7	To re-elect Stephen Pusey as a director	Mgmt	For
8	To elect Renee James as a director	Mgmt	For
9	To re-elect Alan Jebson as a director	Mgmt	For
10	To re-elect Samuel Jonah as a director	Mgmt	For
11	To re-elect Nick Land as a director	Mgmt	For
12	To re-elect Anne Lauvergeon as a director	Mgmt	For
13	To re-elect Luc Vandavelde as a director	Mgmt	For
14	To re-elect Anthony Watson as a director	Mgmt	For
15	To re-elect Philip Yea as a director	Mgmt	For
16	To approve a final dividend of 6.05p per ordinary share	Mgmt	For
17	To approve the Remuneration Report of the Board for the year ended 31 March 2011	Mgmt	For
18	To re-appoint Deloitte LLP as auditor	Mgmt	For
19	To authorise the Audit Committee to determine the remuneration of the auditor	Mgmt	For
20	To authorise the directors to allot shares	Mgmt	For
21	To authorise the directors to dis-apply pre-emption rights	Mgmt	For
22	To authorise the Company to purchase its own shares (section 701. Companies Act 2006)	Mgmt	For
23	To authorise the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice	Mgmt	For

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

WELLS FARGO & COMPANY

Agen

Security: 949746101
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: WFC
 ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Mgmt	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1F)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I)	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1J)	ELECTION OF DIRECTOR: FEDERICO F. PENA	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: JOHN G. STUMPF	Mgmt	For
1O)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
2.	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.	Mgmt	For
3.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2012.	Mgmt	For
4.	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
5.	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Shr	Against
6.	STOCKHOLDER PROPOSAL TO AMEND THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS TO NOMINATE DIRECTOR CANDIDATES FOR INCLUSION IN THE COMPANY'S PROXY MATERIALS.	Shr	For

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

7.	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.	Shr	Against
----	--	-----	---------

* Management position unknown

SIGNATURES

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

(Registrant)	Eaton Vance Tax-Managed Diversified Equity Income Fund
By (Signature)	/s/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/07/2012