Eaton Vance Enhanced Equity Income Fund II Form N-Q May 30, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act File Number

811-21670

Eaton Vance Enhanced Equity Income Fund II

(Exact Name of Registrant as Specified in Charter)

The Eaton Vance Building, 255 State Street, Boston, Massachusetts (Address of Principal Executive Offices)

02109

(Zip code)

Maureen A. Gemma

Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109

(Name and Address of Agent for Service)

Registrant s Telephone Number, Including Area

(617) 482-8260

Code:

Date of Fiscal Year End:

December 31

Date of Reporting Period:

March 31, 2008

Item 1. Schedule of Investments

Eaton Vance Enhanced Equity Income Fund II

as of March 31, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks (1) 95.3%

Act	Security	Shares	Value
Boeing Co. The) 40,897 3,041,510 General Dynamics Corp. 85,055 7,991,19 Lockheed Martin Corp. 64,235 6,378,535 Precision Castparts Corp. 40,892 4,174,255 Roylkou Co. 81,505 5,606,088 Rockwell Collins, Inc. 126,501 8,088,840 United Technologies Corp. 126,501 8,088,840 Johnson Controls, Inc. 104,460 \$ 3,530,748 Reverage 1.9% \$ 3,530,748 Reverage 1.9% \$ 1,25,107 11,202,335 Repsicol, Inc. 155,157 11,202,335 Biogen Idec, Inc. (2) 44,580 \$ 2,750,140 Biogen Idec, Inc. (2) 23,114 1,722,918 Bioderhangeutical, Inc. (2) 23,114 1,722,918 Genzyme Corp. (2) 23,114 1,722,918 Giend Sciences, Inc. (2) 99,19 5,107,602 Giend Sciences, Inc. (2) 99,19 5,107,602 Giendar Sciences, Inc. (2) 17,58 1,597,68 Expital Markets 0.8% 1,597,68 1,597,68	Aerospace & Defense 5.6%		
General Dynamics Corp. \$5.056 7.091,119 Lockheed Martin Corp. 64.235 6.378,535 Precision Casiparts Corp. 40.892 4.174,255 Raytheon Co. 81,505 5.266,008 Rockwell Collins, Inc. 112,537 8.088,840 United Technologies Corp. 104,600 \$ 47,098,666 Auto Components O.4% Johnson Controls, Inc. 104,400 \$ 35,30,748 Beverages 1.9% \$ 35,30,748 Coca-Cola Co. (The) 69,821 \$ 4,250,004 PepsiCo, Inc. 155,157 11,202,335 Biotechnology 2.0% \$ 155,157 11,202,335 Biotechnology 2.0% \$ 1,45,80 \$ 2,750,140 Biotechnology 2.0% \$ 2,311 1,722,918 Biotechnology 2.0% \$ 23,114 1,722,918 Giogen Jace, Inc. (2) 44,580 \$ 2,750,140 Genzyme Corp. (2) 44,580 \$ 2,750,140 Girlad Sciences, Inc. (2) 9,19 \$ 1,071,658 Companies Inc. 17,588 \$ 1,07	Alliant Techsystems, Inc. (2)	42,174	\$ 4,366,274
Lockheed Martin Corp. 64,235 6,378,355 Precision Castparts Corp. 40,892 4,174,255 Raytheon Co. 81,505 5,266,038 Rockwell Collins, Inc. 141,537 8,088,840 United Technologies Corp. 162,031 8,692,035 Auto Components 0.4% 3,330,748 3,330,748 Beverages 1.9% 3,530,748 3,330,748 Beverages 1.9% 5,252,000 5,252,000 PepsiCo, Inc. 155,157 11,202,335 Biotechnology 2.0% 1,120,233 3,307,48 Biogen Idec, Inc. (2) 44,580 \$ 2,750,140 BioMarin Pharmaceutical, Inc. (2) 44,580 \$ 2,750,140 Bioder, Inc. (2) 44,580 \$ 2,750,140 Bioder, Inc. (2) 99,119 5,107,602 Genzyme Corp. (2) 23,14 1,722,918 Gilead Sciences, Inc. (2) 99,119 5,107,602 Gronyme Express \$ 16,716,588 Capital Markets 0.8% \$ 1,595,935 Goldman Sachs Group, Inc. (2) 17,588 \$ 1,595,935	Boeing Co. (The)	40,897	3,041,510
Precision Castparts Corp. 40,802 4,174,255 Raytheon Co. 81,505 5,266,038 Rockwell Collins, Inc. 141,537 8,088,200 United Technologies Corp. 126,001 \$ 47,098,606 Auto Components 0.4% 104,40 \$ 3,530,748 Johnson Controls, Inc. 104,40 \$ 3,530,748 Beverages 1.9% \$ 155,157 11,202,335 Coca-Cola Co. (The) 69,821 \$ 425,0004 PepsiCo. Inc. 155,157 11,202,335 Biotechnology 2.0% \$ 155,157 11,202,335 Biotechnology 2.0% \$ 2,750,140 \$ 155,157 11,202,335 Biogen Idec, Inc. (2) 44,580 \$ 2,750,140 \$ 121,176 42,859,95 \$ 2,899,95 Gleazyme Corp. (2) 23,114 17,222,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 \$ 1,722,918 <td>General Dynamics Corp.</td> <td>85,056</td> <td>7,091,119</td>	General Dynamics Corp.	85,056	7,091,119
Raytheon Co. 81.505 5.266.038 8.84 and Rockwell Collins, Inc. 41.537 8.088, 840 United Technologies Corp. 126.301 8.692.035 8.692.035 8.092.035 9.092.035 9.092.035 9.092.035 9.092.035 9.092.035 9.092.035 9.092.035 9.092.035 9.092.035 <th< td=""><td>Lockheed Martin Corp.</td><td>64,235</td><td>6,378,535</td></th<>	Lockheed Martin Corp.	64,235	6,378,535
Rockwell Collins, Inc. 141,537 8,088,340 United Technologies Corp. 126,301 8,692,035 Auto Components 47,098,606 Auto Components 104,460 \$ 3,530,748 Johnson Controls, Inc. 104,460 \$ 3,530,748 Beverages 1.9% 69,821 \$ 4,250,004 Coca-Cola Co. (The) 69,821 \$ 4,250,004 Pepsi Co. Inc. 155,157 11,202,335 Biotechnology 2.0% \$ 15,452,339 Biotechnology 2.0% \$ 15,452,339 Biotechnology 2.0% \$ 121,176 4,285,995 Gienal Science, Inc. (2) 23,114 1,722,918 1,7	Precision Castparts Corp.	40,892	4,174,255
United Technologies Corp. 126,01 8,092,035 Auto Components 0.4% 47,098,606 Johns Controls, Inc. 104,469 \$ 3,530,748 Beverages 1.9% 3,530,748 3,530,748 Beverages 1.9% 515,157 11,202,335 Coca-Cola Co, (The) 69,821 \$ 4,250,004 PepsiCo, Inc. 155,157 11,202,335 Biotechnology 2.0% 31,452,339 30,241 42,250,004 Biodynamic Pharmaceutical, Inc. (2) 44,580 \$ 2,750,140 Biodynamic Pharmaceutical, Inc. (2) 23,114 1,722,918 Gilead Sciences, Inc. (2) 99,119 5,107,602 Onynx Pharmaceuticals, Inc. (2) 99,119 5,107,608 Capital Markets 8.% 1,507,608 Capital Markets 8.% 1,507,608 Capital Markets 8.% 1,507,608 Cill Markets	Raytheon Co.	81,505	5,266,038
National Components 1,47,098,606 1,47,098,607	Rockwell Collins, Inc.	141,537	8,088,840
Damson Controls, Inc. 104,460 \$ 3,530,748 104,460 \$ 3,530,748 104,460 \$ 3,530,748 104,460 \$ 3,530,748 104,460 \$ 3,530,748 104,460 \$ 3,530,748 104,460 \$ 3,530,748 104,460 \$ 3,530,748 104,460 \$ 5,530,748 104,460 10	United Technologies Corp.	126,301	8,692,035
Dohnson Controls, Inc. 104,460 \$ 3,530,748 \$ 3,530,748 \$ 3,530,748 \$ \$ 3,530,748 \$ \$ 3,530,748 \$ \$ \$ 3,530,748 \$ \$ \$ 3,530,748 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$			\$ 47,098,606
Beverages 1.9% 3,530,748 Coca-Cola Co. (The) 69,821 \$ 4,250,004 PepsiCo, Inc. 155,157 11,202,335 Biotechnology 2.0% \$ 155,157 \$ 15,545,2339 Bioder, Inc. (2) 44,580 \$ 2,750,140 BioMarin Pharmaceutical, Inc. (2) 23,114 1,722,918 Gilead Sciences, Inc. (2) 99,119 5,107,602 Gnyx Pharmaceuticals, Inc. (2) 98,172 2,849,933 Gilead Sciences, Inc. (2) 98,172 2,849,933 Gold Sciences, Inc. (2) 98,172 2,849,933 Gold Markets 0.8% 16,716,588 Capital Markets 0.8% 1,758,8 1,595,935 Goldman Sachs Group, Inc. (2) 17,588 1,595,935 Goldman Sachs Group, Inc. (2) 17,588 1,691,409 Invesco, Ld. 46,828 1,691,409 Invesco, Ld. 46,828 1,691,409 Explain Sachs Group, Inc. 33,828 1,691,409 Brigas, Inc. 7,873 3,495,415 El, Du Pont de Nemours & Co. 115,434 5,376,64 <t< td=""><td>Auto Components 0.4%</td><td></td><td></td></t<>	Auto Components 0.4%		
Peverages 1.9%	Johnson Controls, Inc.	104,460	\$ 3,530,748
Coca-Cola Co. (The) 69,821 \$ 4,250,004 PepsiCo, Inc. 155,157 11,202,335 Biotechnology 2.0% 15,452,339 Biogen Idec, Inc. (2) 44,580 \$ 2,750,140 Biogen Idec, Inc. (2) 121,176 4,285,995 Genzyme Corp. (2) 23,114 1,722,918 Gilead Sciences, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 99,119 5,107,602 Capital Markets 0.8% 8,172 2,849,933 Capital Markets 0.8% 11,590 1,916,870 Affiliated Managers Group, Inc. (2) 17,588 \$ 1,595,935 Goldman Sachs Group, Inc. (2) 11,590 1,916,870 Invesco, Ltd. 11,590 1,916,870 Invesco, Ltd. 33,828 1,691,400 T, Rowe Price Group, Inc. 33,828 1,691,400 Stages, Inc. 76,873 3,495,415 El. Du Pont de Nemours & Co.			\$ 3,530,748
Coca-Cola Co. (The) 69,821 \$ 4,250,004 PepsiCo, Inc. 155,157 11,202,335 Biotechnology 2.0% 15,452,339 Biogen Idec, Inc. (2) 44,580 \$ 2,750,140 Biogen Idec, Inc. (2) 121,176 4,285,995 Genzyme Corp. (2) 23,114 1,722,918 Gilead Sciences, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 99,119 5,107,602 Capital Markets 0.8% 8,172 2,849,933 Capital Markets 0.8% 11,590 1,916,870 Affiliated Managers Group, Inc. (2) 17,588 \$ 1,595,935 Goldman Sachs Group, Inc. (2) 11,590 1,916,870 Invesco, Ltd. 11,590 1,916,870 Invesco, Ltd. 33,828 1,691,400 T, Rowe Price Group, Inc. 33,828 1,691,400 Stages, Inc. 76,873 3,495,415 El. Du Pont de Nemours & Co.	Beverages 1.9%		
Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletch		69,821	\$ 4,250,004
Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletchnology 2.0% Siletchnology 2.11 Siletchnology 2.0% Siletch	PepsiCo, Inc.	155,157	11,202,335
Biotechnology 2.0% Biogen Idee, Inc. (2) 44,580 \$ 2,750,140 BioMarin Pharmaceutical, Inc. (2) 121,176 4,285,995 Genzyme Corp. (2) 23,114 1,722,918 Gilead Sciences, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 98,172 2,849,933 To Jet 16,858 Capital Markets 0.8% To Jet 2,849,933 Affiliated Managers Group, Inc. (2) 17,588 1,595,935 Goldman Sachs Group, Inc. 11,590 1,916,870 Invesco, Ltd. 11,590 1,916,870 Invesco, Ltd. 76,873 3,495,415 To Row Price Group, Inc. 76,873 3,495,415 Airgas, Inc. 76,873 3,495,415 Airgas, Inc. 76,873 3,495,415 Aligas, Inc. 76,873 3,349,5415 El, Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 14,251 8,10,461 To T			
Biogen Idec, Inc. (2) 44,580 \$ 2,750,140 BioMarin Pharmaceutical, Inc. (2) 121,176 4,285,995 Genzyme Corp. (2) 23,114 1,722,918 Gilead Sciences, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 98,172 2,849,933 To floot Sex Capital Markets 0.8% Affiliated Managers Group, Inc. (2) 17,588 1,595,935 Goldman Sachs Group, Inc. 11,590 1,916,870 Invesco, Ltd. 46,828 1,140,730 Ir. Rowe Price Group, Inc. 33,828 1,691,400 Scottle Group, Inc. 33,828 1,691,400 Lince Group, Inc. 76,873 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 E.I. Du Pont de Nemours & Co. 112,551 6,810,461 M&T Bank Corp. 14,376 \$ 1,156,980 Tornoto-Dominion Bank 14,750 \$ 2,207,846	Biotechnology 2.0%		
BioMarin Pharmaceutical, Inc. (2) 121,176 4,285,995 Genzyme Corp. (2) 23,114 1,722,918 Gliead Sciences, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 98,172 2,849,933 To pharmaceuticals, Inc. (2) 11,508 16,716,588 Capital Markets 0.8% Affiliated Managers Group, Inc. (2) 17,588 \$ 1,595,935 Goldman Sachs Group, Inc. (2) 11,590 1,916,870 Invesco, Ltd. 46,828 1,140,730 T. Rowe Price Group, Inc. 33,828 1,691,400 * 6,344,935 * 6,344,935 Chemicals 2.3% * 6,344,935 Chemicals 2.3% * 6,344,935 Chemicals 2.3% * 6,344,935 Chemicals 2.3% * 6,344,935 Chemicals 2.3% * 6,344,935 * 76,872,945 * 76,872,945 * 76,872,945 * 78,97		44,580	\$ 2,750,140
Gilead Sciences, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 98,172 2,849,933 Capital Markets 0.8% Affiliated Managers Group, Inc. (2) 17,588 \$ 1,595,935 Goldman Sachs Group, Inc. 11,590 1,916,875 Goldman Sachs Group, Inc. 46,828 1,140,730 T. Rowe Price Group, Inc. 33,828 1,691,400 T. Rowe Price Group, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 115,551 6,810,461 Goldman Sachs 0.2% \$ 19,285,508 Commercial Banks 0.2% \$ 19,285,508 M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank \$ 2,027,846 Commercial Services & Supplies 1.4% \$ 2,027,846 Republic Services, Inc. 144,750 \$ 4,232,490 Republic Services, Inc. 252,152 7,642,727 Commercial Services, Inc. 144,750 \$ 4,232,490 <t< td=""><td></td><td>121,176</td><td>4,285,995</td></t<>		121,176	4,285,995
Gilead Sciences, Inc. (2) 99,119 5,107,602 Onyx Pharmaceuticals, Inc. (2) 98,172 2,849,933 Capital Markets 0.8% Affiliated Managers Group, Inc. (2) 17,588 \$ 1,595,935 Goldman Sachs Group, Inc. 11,590 1,916,875 Goldman Sachs Group, Inc. 46,828 1,140,730 T. Rowe Price Group, Inc. 33,828 1,691,400 T. Rowe Price Group, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 115,551 6,810,461 Goldman Sachs 0.2% \$ 19,285,508 Commercial Banks 0.2% \$ 19,285,508 M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank \$ 2,027,846 Commercial Services & Supplies 1.4% \$ 2,027,846 Republic Services, Inc. 144,750 \$ 4,232,490 Republic Services, Inc. 252,152 7,642,727 Commercial Services, Inc. 144,750 \$ 4,232,490 <t< td=""><td></td><td>23,114</td><td></td></t<>		23,114	
Onyx Pharmaceuticals, Inc. (2) 98,172 2,849,933 Capital Markets 0.8% Total Markets 0.8% Affiliated Managers Group, Inc. (2) 17,588 \$ 1,595,935 Goldman Sachs Group, Inc. 11,590 1,916,870 Invesco, Ltd. 46,828 1,140,730 T. Row Price Group, Inc. 33,828 1,691,400 Chemicals 2.3% 5,344,935 5 Airgas, Inc. 76,873 \$ 3,495,415 E. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 Total Banks 0.2% 112,551 6,810,461 M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 870,866 Toronto-Dominion Bank 14,195 870,866 Commercial Services & Supplies 1.4% 14,272 \$ 2,027,846 Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% 16,2		99,119	
In the time of time		98,172	
Affiliated Managers Group, Inc. (2) 17,588 \$ 1,595,935 Goldman Sachs Group, Inc. 11,590 1,916,870 Invesco, Ltd. 46,828 1,140,730 T. Rowe Price Group, Inc. \$ 3,828 1,691,400 * 6,344,935 Chemicals 2.3% Airgas, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 PPG Industries, Inc. 142,551 6,810,461 * 19,285,508 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 8 70,866 * 2,027,846 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 * 11,875,217 \$ 11,875,217 Communications Equipment 3.9% 675,728 \$ 16,278,288 Gisco Systems, Inc. (2) 675,728 \$ 16,278,288 <td></td> <td></td> <td></td>			
Goldman Sachs Group, Inc. 11,590 1,916,870 Invesco, Ltd. 46,828 1,140,730 T. Rowe Price Group, Inc. 33,828 1,691,400 * 6,344,935 Chemicals 2.3% Airgas, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 12,551 6,810,461 To find Banks 0.2% 14,376 \$ 1,156,980 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 \$ 70,866 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% 11,875,217 Cisco Systems, Inc. (2) 675,728 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	Capital Markets 0.8%		
Invesco, Ltd. 46,828 1,140,730 T. Rowe Price Group, Inc. 33,828 1,691,400 Chemicals 2.3% Airgas, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 870,866 Toronto-Dominion Bank 14,195 870,866 Commercial Services & Supplies 1.4% 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% 1,1875,217 Communications Equipment 3.9% 675,728 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	Affiliated Managers Group, Inc. (2)	17,588	\$ 1,595,935
T. Rowe Price Group, Inc. 33,828 1,691,400 Chemicals 2.3% Airgas, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 Toronto-Dominion Bank 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 870,866 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% \$ 11,875,217 Communications Equipment 3.9% 675,728 \$ 16,278,288 QUALCOMM, Inc. 515,650 6,217,650	Goldman Sachs Group, Inc.	11,590	1,916,870
Chemicals 2.3% Chemicals 3.495,415 Chemicals 2.3% Chemicals 3.495,415 Chemicals 2.3% <	Invesco, Ltd.	46,828	1,140,730
Chemicals 2.3% Airgas, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 * 19,285,508 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 870,866 * 2,027,846 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 * 11,875,217 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	T. Rowe Price Group, Inc.	33,828	1,691,400
Airgas, Inc. 76,873 \$ 3,495,415 E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 * 19,285,508 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 870,866 * 2,027,846 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 * 11,875,217 Communications Equipment 3.9% 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650			\$ 6,344,935
E.I. Du Pont de Nemours & Co. 115,434 5,397,694 Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 * 19,285,508 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 870,866 Commercial Services & Supplies 1.4% \$ 2,027,846 Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% \$ 11,875,217 Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	Chemicals 2.3%		
Monsanto Co. 32,125 3,581,938 PPG Industries, Inc. 112,551 6,810,461 * 19,285,508 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 870,866 Commercial Services & Supplies 1.4% \$ 2,027,846 Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	Airgas, Inc.	76,873	\$ 3,495,415
PPG Industries, Inc. 112,551 6,810,461 \$ 19,285,508 Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 \$ 870,866 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	E.I. Du Pont de Nemours & Co.	115,434	5,397,694
Commercial Banks 0.2% \$ 19,285,508 M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 \$ 870,866 \$ 2,027,846 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 \$ 11,875,217 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	Monsanto Co.	32,125	3,581,938
Commercial Banks 0.2% M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 \$ 870,866 \$ 2,027,846 Commercial Services & Supplies 1.4% Republic Services, Inc. RR Donnelley & Sons Co. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 \$ 11,875,217 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	PPG Industries, Inc.	112,551	6,810,461
M&T Bank Corp. 14,376 \$ 1,156,980 Toronto-Dominion Bank 14,195 \$ 870,866 \$ 2,027,846 Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 \$ 11,875,217 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650			\$ 19,285,508
Toronto-Dominion Bank 14,195 870,866 Commercial Services & Supplies 1.4% 2,027,846 Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	Commercial Banks 0.2%		
\$ 2,027,846 Commercial Services & Supplies 1.4% 1.44,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 \$ 11,875,217 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	M&T Bank Corp.	14,376	\$ 1,156,980
Commercial Services & Supplies 1.4% Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 \$ 11,875,217 Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	Toronto-Dominion Bank	14,195	870,866
Republic Services, Inc. 144,750 \$ 4,232,490 RR Donnelley & Sons Co. 252,152 7,642,727 \$ 11,875,217 Communications Equipment 3.9% 675,728 \$ 16,278,288 Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650			\$ 2,027,846
RR Donnelley & Sons Co. 252,152 7,642,727	Commercial Services & Supplies 1.4%		
Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650		144,750	\$ 4,232,490
Communications Equipment 3.9% Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650	RR Donnelley & Sons Co.	252,152	
Cisco Systems, Inc. (2) 675,728 \$ 16,278,288 QUALCOMM, Inc. 151,650 6,217,650			\$ 11,875,217
QUALCOMM, Inc. 151,650 6,217,650	Communications Equipment 3.9%		
	Cisco Systems, Inc. (2)	675,728	\$ 16,278,288
Research In Motion, Ltd. (2) 67,655 7,592,921		151,650	6,217,650
	Research In Motion, Ltd. (2)	67,655	7,592,921

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	\$	39,940,396
International Business Machines Corp.	101,803	11,721,597
Hewlett-Packard Co.	253,128	11,557,824
EMC Corp. (2)	316,414	4,537,377
Apple, Inc. (2)	84,485 \$	12,123,598
Computer Peripherals 4.8%		
	\$	32,556,050
Riverbed Technology, Inc. (2)	166,029	2,467,191

Construction & Engineering 0.3%		_	
Jacobs Engineering Group, Inc. (2)	35,222	\$	2,591,987
		\$	2,591,987
Diversified Financial Services 0.6%		_	
Bank of America Corp.	51,056	\$	1,935,533
JPMorgan Chase & Co.	79,668		3,421,741
		\$	5,357,274
Diversified Telecommunication Services 0.7%	70.007	Ф	0.710.105
AT&T, Inc.	70,997	\$	2,719,185
CenturyTel, Inc.	105,285	Φ	3,499,673
Electric Utilities 0.7%		\$	6,218,858
Electric Utilities 0.7% E.ON AG	17.628	\$	2 272 625
Edison International	45,388	Ф	3,273,625
Edison international	43,300	\$	2,224,920 5,498,545
Electrical Equipment 1.3%		Ф	5,490,545
Cooper Industries, Ltd., Class A	67,243	\$	2,699,806
Emerson Electric Co.	152,043	Ф	7,824,133
Ellerson Electric Co.	132,043	\$	10,523,939
Electronic Equipment & Instruments 1.5%		Ψ	10,525,757
Agilent Technologies, Inc. (2)	419,393	\$	12,510,493
Agnetic Technologies, nic. (2)	719,393	\$	12,510,493
Energy Equipment & Services 5.1%		Ψ	12,510,475
BJ Services Co.	192,273	\$	5,481,703
Diamond Offshore Drilling, Inc.	29,244	Ψ	3,404,002
Nabors Industries, Ltd. (2)	267,655		9,038,709
Noble Corp.	154,209		7,659,561
Rowan Cos., Inc.	117,304		4,830,579
Schlumberger, Ltd.	77,139		6,711,093
Transocean, Inc. (2)	38,302		5,178,430
1 miles (=)	50,502	\$	42,304,077
Food & Staples Retailing 1.4%		Ψ	12,001,077
CVS Caremark Corp.	104,033	\$	4,214,377
Wal-Mart Stores, Inc.	149,973		7,900,578
		\$	12,114,955
Food Products 2.9%			, ,
H.J. Heinz Co.	235,444	\$	11,058,805
Nestle SA ADR	54,978		6,844,761
Tyson Foods, Inc., Class A	388,643		6,198,856
		\$	24,102,422
Health Care Equipment & Supplies 6.4%			
Baxter International, Inc.	109,500	\$	6,331,290
Covidien, Ltd.	149,892		6,632,721
DENTSPLY International, Inc.	73,010		2,818,186
Edwards Lifesciences Corp. (2)	134,500		5,991,975
General-Probe, Inc. (2)	113,234		5,457,879
Hospira, Inc. (2)	146,795		6,278,422
Medtronic, Inc. (2)	79,420		3,841,545
Thoratec Corp. (2)	509,796		7,284,985
West Pharmaceutical Services, Inc.	61,599		2,724,524
Wright Medical Group, Inc. (2)	116,988		2,824,090
Zimmer Holdings, Inc. (2)	39,114		3,045,416
		\$	53,231,033
Health Care Providers & Services 2.2%		Φ.	
DaVita, Inc. (2)	171,568	\$	8,194,088
Henry Schein, Inc. (2)	129,500		7,433,300
VCA Antech, Inc. (2)	90,666	φ.	2,479,715
		\$	18,107,103

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Hotels, Restaurants & Leisure 1.9%		
International Game Technology	117,532 \$	4,725,962
Marriott International, Inc., Class A	222,136	7,632,593
McDonald s Corp.	70,053	3,906,856
	\$	16,265,411

Household Durables 0.4%			
Newell Rubbermaid, Inc.	147,571	\$	3,374,949
Newell Rubbelmard, Inc.	117,371	\$	3,374,949
Household Products 1.5%		Ψ	0,0.1.,5.15
Colgate-Palmolive Co.	51.164	\$	3,986,187
Energizer Holdings, Inc. (2)	52,184	Ψ	4,721,608
Kimberly-Clark Corp.	53,554		3,456,911
Tambotty Clark Corp.	33,331	\$	12,164,706
Independent Power Producers & Energy Traders 1.6%		Ψ	12,10 1,7 00
Mirant Corp. (2)	77,042	\$	2,803,558
NRG Energy, Inc. (2)	264,067	·	10,295,972
		\$	13,099,530
Industrial Conglomerates 2.3%		_	
3M Co.	32,363	\$	2,561,531
General Electric Co.	440,245		16,293,467
	-, -	\$	18,854,998
Insurance 2.2%			2,22 ,7 . 2
Assurant, Inc.	39,551	\$	2,407,074
Berkshire Hathaway, Inc., Class A (2)	72		9,604,800
Lincoln National Corp.	48,838		2,539,576
MetLife, Inc.	31,451		1,895,237
Travelers Companies, Inc. (The)	32,036		1,532,923
	,,,,,	\$	17,979,610
Internet Software & Services 4.7%			, ,
Akamai Technologies, Inc. (2)	278,980	\$	7,856,077
eBay, Inc. (2)	109,242		3,259,781
Google, Inc., Class A (2)	29,619		13,046,281
Omniture, Inc. (2)	279,498		6,487,149
VeriSign, Inc. (2)	263,886		8,771,571
	,	\$, ,
IT Services 1.3%	,	\$	39,420,859
	86,260	\$ \$, ,
IT Services 1.3%			39,420,859
IT Services 1.3% Accenture, Ltd., Class A	86,260		39,420,859 3,033,764
IT Services 1.3% Accenture, Ltd., Class A	86,260	\$	39,420,859 3,033,764 7,759,383
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A	86,260	\$	39,420,859 3,033,764 7,759,383
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8%	86,260 34,797	\$ \$	39,420,859 3,033,764 7,759,383 10,793,147
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8%	86,260 34,797	\$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2)	86,260 34,797	\$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3%	86,260 34,797 122,120	\$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp.	86,260 34,797 122,120 76,443	\$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co.	86,260 34,797 122,120 76,443 30,384	\$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp.	86,260 34,797 122,120 76,443 30,384 101,215	\$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp.	86,260 34,797 122,120 76,443 30,384 101,215	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc.	86,260 34,797 122,120 76,443 30,384 101,215	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0%	86,260 34,797 122,120 76,443 30,384 101,215 54,589	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2)	86,260 34,797 122,120 76,443 30,384 101,215 54,589	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc.	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc.	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127	\$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc.	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127	\$ \$ \$ \$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901 5,020,078
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc. Walt Disney Co.	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127	\$ \$ \$ \$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901 5,020,078
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc. Walt Disney Co. Metals & Mining 1.2%	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127 159,977	\$ \$ \$ \$ \$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901 5,020,078 24,769,544
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc. Walt Disney Co. Metals & Mining 1.2% Companhia Vale do Rio Doce ADR Goldcorp, Inc.	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127 159,977	\$ \$ \$ \$ \$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901 5,020,078 24,769,544 3,114,829
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc. Walt Disney Co. Metals & Mining 1.2% Companhia Vale do Rio Doce ADR	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127 159,977	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901 5,020,078 24,769,544 3,114,829 6,995,034
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc. Walt Disney Co. Metals & Mining 1.2% Companhia Vale do Rio Doce ADR Goldcorp, Inc.	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127 159,977	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901 5,020,078 24,769,544 3,114,829 6,995,034
IT Services 1.3% Accenture, Ltd., Class A MasterCard, Inc., Class A Life Sciences Tools & Services 0.8% Thermo Fisher Scientific, Inc. (2) Machinery 2.3% Danaher Corp. Deere & Co. Eaton Corp. Illinois Tool Works, Inc. Media 3.0% Central European Media Enterprises, Ltd., Class A (2) Comcast Corp., Class A News Corp., Class A Omnicom Group, Inc. Time Warner, Inc. Walt Disney Co. Metals & Mining 1.2% Companhia Vale do Rio Doce ADR Goldcorp, Inc. Multiline Retail 0.9%	86,260 34,797 122,120 76,443 30,384 101,215 54,589 45,232 307,964 137,304 69,533 306,127 159,977 89,920 180,517	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	39,420,859 3,033,764 7,759,383 10,793,147 6,941,301 6,941,301 5,811,961 2,444,089 8,063,799 2,632,827 18,952,676 3,855,123 5,956,024 2,574,450 3,071,968 4,291,901 5,020,078 24,769,544 3,114,829 6,995,034 10,109,863

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Nordstrom, Inc.		71,654	2,335,920
			\$ 7,826,343
Multi-Utilities 0.3%			
Public Service Enterprise Group, Inc.		56,028	\$ 2,251,765
			\$ 2,251,765
	3		

Oil, Gas & Consumable Fuels 5.3%	0.4.000		o
Anadarko Petroleum Corp.	91,289	\$	5,753,946
ConocoPhillips	62,455		4,759,696
Exxon Mobil Corp.	130,909		11,072,283
Hess Corp.	9,155		807,288
Niko Resources, Ltd.	42,877		3,478,885
Occidental Petroleum Corp.	58,793		4,301,884
Petrohawk Energy Corp. (2)	263,894		5,322,742
Sunoco, Inc.	114,245		5,994,435
Williams Cos., Inc.	75,708	ф	2,496,850
Dl		\$	43,988,009
Pharmaceuticals 4.2% Abbott Laboratories	100.067	¢	10 471 165
	189,867	\$	10,471,165
Allergan, Inc.	46,586		2,626,985
Johnson & Johnson	163,692		10,618,700
Merck & Co., Inc.	99,011		3,757,467
Shire PLC ADR	73,936		4,285,331
Wyeth Corp.	75,643	φ	3,158,852
Deal Federa Laurenta and Tamerta (DEITE) 0.50%		\$	34,918,500
Real Estate Investment Trusts (REITs) 0.5%	26.061	ď	2.515.400
AvalonBay Communities, Inc.	26,061	\$	2,515,408
Boston Properties, Inc.	14,127		1,300,673
Public Storage, Inc.	7,781	\$	689,552
Road & Rail 0.2%		Э	4,505,633
	62.021	¢	1.040.220
JB Hunt Transport Services, Inc.	62,021	\$ \$	1,949,320
Semiconductors & Semiconductor Equipment 5.7%		Ф	1,949,320
ASML Holding NV (2)	177,666	\$	4,407,893
Intel Corp.	243,081	Φ	5,148,456
Intersil Corp., Class A	343,782		8,824,884
KLA-Tencor Corp.	251,487		9,330,168
Maxim Integrated Products, Inc.	660,856		13,474,854
Nvidia Corp. (2)	135,972		2,690,886
Texas Instruments, Inc.	137,894		3,898,263
Texas instruments, me.	137,094	\$	47,775,404
Software 3.2%		Ψ	47,773,404
Microsoft Corp.	663,265	\$	18,823,461
Oracle Corp. (2)	407,236	Ψ	7,965,536
oracle corp. (2)	407,230	\$	26,788,997
Specialty Retail 1.9%		Ψ	20,700,227
Best Buy Co., Inc.	77,709	\$	3,221,815
Home Depot, Inc.	157,275	Ψ	4,398,982
Staples, Inc.	368,928		8,156,998
omples, me.	300,720	\$	15,777,795
Tobacco 2.8%		Ψ	13,777,775
Altria Group, Inc.	165,327	\$	3,670,259
British American Tobacco PLC	57,539	Ψ	2,164,262
Loews CorpCarolina Group	126,858		9,203,548
Philip Morris International, Inc. (2)	165,327		8,362,240
1 map 1.201110 11101 min (12)	100,021	\$	23,400,309
Wireless Telecommunication Services 0.7%		Ψ	20,100,009
Rogers Communications, Inc., Class B	153,366	\$	5,508,907
1.0gete Communications, Inc., Cause B	133,300	\$	5,508,907
Total Common Stocks		Ψ	2,200,207
(identified cost \$812,302,066)		\$	794,806,495
(Committee Come 402 mg 000)		Ψ	77,000,775

Short-Term Investments 7.4%

		Interest	
Description		(000 s omitted)	Value
Investment in Cash Management Portfolio, 2.81% (3)	\$	62,088	\$ 62,088,458
Total Short-Term Investments			
(identified cost \$62,088,458)			\$ 62,088,458
Total Investments 102.7%			
(identified cost \$874,390,524)			\$ 856,894,953
	4		
	4		

Covered Call Options Written (2.2%)

Security	Number of Contracts		Strike Price	Expiration Date		Value
3M Co.	140	\$	80.00	7/19/08	\$	(56,000)
Abbott Laboratories	1,160	Ψ	57.50	5/17/08	Ψ	(127,600)
Accenture, Ltd., Class A	270		35.00	5/17/08		(48,600)
Affiliated Managers Group, Inc.	100		100.00	6/21/08		(40,500)
Arimated Managers Group, Inc. Agilent Technologies, Inc.	1,715		32.50	5/17/08		(94,325)
Airgas, Inc.	768		50.00	4/19/08		(15,360)
Akamai Technologies, Inc.	1,070		35.00	5/17/08		(58,850)
Allergan, Inc.	295		60.00	7/19/08		(72,275)
Alliant Techsystems, Inc.	320		110.00	5/17/08		(36,800)
Altria Group, Inc.	950		75.00	6/21/08		(157,225)
Anadarko Petroleum Corp.	645		60.00	5/17/08		(341,850)
•	610		150.00	7/19/08		
Apple, Inc.	200		65.00	6/21/08		(719,800)
Assurant, Inc. AT&T, Inc.	385		37.50	4/19/08		(43,000) (56,980)
	50		95.00	4/19/08		(24,250)
AvalonBay Communities, Inc.	195		45.00			
Bank of America Corp.	700			5/17/08		(7,215)
Baxter International, Inc.			60.00	5/17/08		(98,000)
Best Buy Co., Inc.	275		45.00	6/21/08		(50,325)
Biogen Idec, Inc.	260		65.00	4/19/08		(29,900)
BioMarin Pharmaceutical, Inc.	825		40.00	4/19/08		(24,750)
BJ Services Co.	825		22.50	4/19/08		(499,125)
Boeing Co. (The)	290		85.00	5/17/08		(6,670)
Boston Properties, Inc.	90		100.00	7/19/08		(34,200)
Central European Media Entreprises, Ltd., Class A	235		100.00	4/19/08		(5,875)
CenturyTel, Inc.	565		35.00	4/19/08		(18,362)
Cisco Systems, Inc.	2,145		25.00	4/19/08		(77,220)
Coca-Cola Co. (The)	295		62.50	5/17/08		(32,450)
Colgate-Palmolive Co.	511		80.00	5/17/08		(61,320)
Comcast Corp., Class A	2,010		22.50	7/19/08		(70,350)
ConocoPhillips	250		80.00	5/17/08		(53,250)
Cooper Industries, Ltd., Class A	672		45.00	7/19/08		(84,000)
Covidien, Ltd.	860		45.00	4/19/08		(55,900)
CVS Caremark Corp.	780		42.50	5/17/08		(78,000)
Danaher Corp.	530		80.00	6/21/08		(127,200)
Deere & Co.	175		90.00	6/21/08		(49,000)
DENTSPLY International, Inc.	385		40.00	7/19/08		(63,525)
Diamond Offshore Drilling, Inc.	115		120.00	6/21/08		(73,600)
E.I. Du Pont de Nemours & Co.	870		47.50	4/19/08		(87,000)
Eaton Corp.	405		85.00	4/19/08		(42,525)
eBay, Inc.	460		27.50	4/19/08		(135,240)
Edison International	275		50.00	7/19/08		(70,812)
Edwards Lifesciences Corp.	695		45.00	5/17/08		(112,937)
EMC Corp.	850		15.00	7/19/08		(90,950)
Emerson Electric Co.	950		55.00	6/21/08		(137,750)
Energizer Holdings, Inc.	345		115.00	5/17/08		(43,125)
Exxon Mobil Corp.	730		85.00	4/19/08		(167,900)
General Dynamics Corp.	420		85.00	5/17/08		(98,700)
General Electric Co.	2,065		35.00	6/21/08		(683,515)
General-Probe, Inc.	535		60.00	5/17/08		(6,688)
Gilead Sciences, Inc.	795		47.50	5/17/08		(413,400)
Goldcorp, Inc.	1,805		35.00	4/19/08		(788,785)
Goldman Sachs Group, Inc.	45		180.00	4/19/08		(7,875)

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H.J. Heinz Co.	1,095	45.00	6/21/08	(350,400)
Henry Schein, Inc.	1,295	60.00	4/19/08	(45,325)
Hewlett Packard Co.	1,585	50.00	5/17/08	(126,800)
Home Depot, Inc.	850	27.50	5/17/08	(158,950)
Hospira, Inc.	1,467	45.00	5/17/08	(161,370)
Illinois Tool Works, Inc.	310	50.00	6/21/08	(59,520)
Intel Corp.	750	22.50	4/19/08	(26,250)
International Business Machines Corp.	625	110.00	4/19/08	(450,000)
International Game Technology	740	40.00	4/19/08	(166,500)
Intersil Corp., Class A	1,705	25.00	4/19/08	(255,750)

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Jacobs Engineering Group, Inc.	235	\$	80.00	7/19/08	\$ (131,600)
JC Penney Co., Inc.	420		42.50	5/17/08	(54,600)
Johnson & Johnson	780		65.00	4/19/08	(84,240)
Johnson Controls, Inc.	390		35.00	4/19/08	(31,200)
JPMorgan Chase & Co.	400		47.50	6/21/08	(67,200)
Kimberly-Clark Corp.	395		65.00	4/19/08	(31,205)
KLA-Tencor Corp.	780		45.00	6/21/08	(35,100)
Lincoln National Corp.	235		55.00	4/19/08	(15,275)
Lockheed Martin Corp.	385		110.00	6/21/08	(46,200)
Loews CorpCarolina Group	540		80.00	6/21/08	(43,200)
M&T Bank Corp.	90		90.00	4/19/08	(6,750)
Macy s, Inc.	755 1,340		30.00	5/17/08	(15,100)
Marriott International, Inc., Class A	205		35.00	4/19/08 4/19/08	(147,400)
MasterCard, Inc., Class A	415		195.00 57.50		(590,400)
McDonald s Corp.	340		47.50	6/21/08 5/17/08	(83,000)
Medtronic, Inc.	445		45.00	7/19/08	(71,400)
Merck & Co., Inc. MetLife, Inc.	150		60.00	6/21/08	(42,275) (72,000)
Microsoft Corp.	3,160		30.00	7/19/08	(417,120)
Mirant Corp.	355		37.50	6/21/08	(67,450)
Monsanto Co.	175		110.00	7/19/08	(225,750)
Nabors Industries, Ltd.	1,400		27.50	6/21/08	(959,000)
Newell Rubbermaid, Inc.	950		25.00	6/21/08	(47,500)
News Corp., Class A	840		20.00	7/19/08	(69,300)
Noble Corp.	880		47.50	6/21/08	(528,000)
Nordstrom, Inc.	500		40.00	7/19/08	(65,000)
NRG Energy, Inc.	930		40.00	6/21/08	(211,575)
Nvidia Corp.	855		22.50	6/21/08	(111,150)
Occidental Petroleum Corp.	335		70.00	5/17/08	(224,450)
Omnicom Group, Inc.	375		45.00	7/19/08	(89,063)
Omniture, Inc.	1,425		25.00	6/21/08	(334,875)
Onyx Pharmaceuticals, Inc.	345		30.00	5/17/08	(87,975)
Oracle Corp.	2,690		20.00	6/21/08	(295,900)
PepsiCo, Inc.	920		70.00	4/19/08	(257,600)
Petrohawk Energy Corp.	1,665		17.50	6/21/08	(557,775)
PPG Industries, Inc.	525		65.00	5/17/08	(42,000)
Precision Castparts Corp.	170		120.00	6/21/08	(47,600)
Public Service Enterprise Group, Inc.	275		45.00	6/21/08	(17,875)
QUALCOMM, Inc.	590		40.00	4/19/08	(107,970)
Raytheon Co.	525		65.00	5/17/08	(105,000)
Republic Services, Inc.	735		30.00	4/19/08	(29,400)
Research In Motion, Ltd.	350		120.00	6/21/08	(346,500)
Riverbed Technology, Inc.	705		17.50	6/21/08	(78,255)
Rogers Communications, Inc., Class B	925		40.00	4/19/08	(13,875)
Rowan Cos., Inc.	580		35.00	4/19/08	(348,000)
RR Donnelley & Sons Co.	2,521		40.00	6/21/08	(37,815)
Schlumberger, Ltd.	235		80.00	5/17/08	(220,900)
Shire PLC ADR	335		55.00	4/19/08	(140,700)
Staples, Inc.	2,505		25.00	6/21/08	(162,825)
Sunoco, Inc.	855		65.00	5/17/08	(34,200)
T. Rowe Price Group, Inc.	125		50.00	4/19/08	(31,875)
Texas Instruments, Inc.	475		30.00	7/19/08	(64,125)
Thermo Fisher Scientific, Inc.	765		55.00	6/21/08	(321,300)
Thoratec Corp.	2,350		17.50	4/19/08	(35,250)
Time Warner, Inc.	2,015		16.00	4/19/08	(10,075)
Toronto-Dominion Bank	225		37.50	6/21/08	(19,800)
Transocean, Inc.	210		130.00	5/17/08	(235,200)
Travelers Companies, Inc. (The)	200		50.00	7/19/08	(54,000)

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Tyson Foods, Inc., Class A	2,165	15.00 4/19/08	(272,790)
United Technologies, Corp.	855	75.00 5/17/08	(50,445)
VCA Antech, Inc.	320	30.00 6/21/08	(41,600)
VeriSign, Inc.	1,585	37.50 6/21/08	(182,275)
Wal-Mart Stores, Inc.	875	50.00 6/21/08	(367,500)
Walt Disney Co.	1,080	30.00 4/19/08	(191,160)

West Pharmaceutical Services, Inc.	265 \$	45.00 6/21/08	\$ (80,825)
Williams Cos, Inc.	305	32.50 5/17/08	(61,000)
Wright Medical Group, Inc.	835	25.00 5/17/08	(85,588)
Wyeth Corp.	355	40.00 4/19/08	(83,425)
Zimmer Holdings, Inc.	215	80.00 6/21/08	(73,100)
Total Covered Call Options Written			
(premiums received \$21,363,006)			\$ (18,293,595)
Other Assets, Less Liabilities (0.5)%			\$ (4,452,353)
Net Assets 100.0%			\$ 834,149,005

ADR American Depository Receipt

- (1) A portion of each common stock holding has been segregated as collateral for options written.
- (2) Non-income producing security.
- (3) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of March 31, 2008. Net income allocated from the Investment in Cash Management Portfolio for the fiscal year to date ended March 31, 2008 was \$534,970.

The cost and unrealized appreciation (depreciation) of investments of the Fund at March 31, 2008, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 877,849,026
Gross unrealized appreciation	36,668,434
Gross unrealized depreciation	(57,622,507)
Net unrealized depreciation	\$ (20,954,073)

Written call option activity for the period ended March 31, 2008 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	113,762	\$ 26,747,863
Options written	125,228	28,585,921
Options terminated in closing purchase transactions	(120,539)	(30,311,548)
Options expired	(21,967)	(3,659,230)
Outstanding, end of period	96,484	\$ 21,363,006

At March 31, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements , effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

• Level 1 quoted prices in active markets for identical investments

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- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 significant unobservable inputs (including a fund s own assumptions in determining the fair value of investments)

At March 31, 2008, the inputs used in valuing the Fund s investments, which are carried at value, were as follows:

	Valuation Inputs	Investments in Securities	Other Financial Instruments*
Level 1	Quoted Prices	\$ 851,457,066	\$ (18,293,595)
Level 2	Other Significant Observable Inputs	5,437,887	
Level 3	Significant Unobservable Inputs		
Total		\$ 856,894,953	\$ (18,293,595)

^{*}Other financial instruments include written call options, which are valued at the unrealized appreciation (depreciation) on the instrument.

The Fund held no investments or other financial instruments as of December 31, 2007 whose fair value was determined using Level 3 inputs.

Equity securities listed on a U.S. securities exchange generally are valued at the last sale price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by an independent pricing service. Exchange-traded options are valued at the last sale price for the day of valuation as quoted on the principal exchange or board of trade on which the options are traded or, in the absence of sales on such date, at the mean between the latest bid and asked prices therefore. Over-the-counter options are valued based on broker quotations. Short-term debt securities with a remaining maturity of sixty days or less are valued at amortized cost, which approximates market value. If short-term debt securities are acquired with a remaining maturity of more than sixty days, they will be valued by a pricing service. Other fixed income and debt securities, including listed securities and securities for which price quotations are available, will normally be valued on the basis of valuations furnished by a pricing service. Valuations for debt obligations are derived from the pricing vendors proprietary pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, benchmark curves or information pertaining to the issuer. The pricing vendor may use a matrix approach which considers information regarding securities with similar characteristics in order to determine the valuation for a security. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by an independent quotation service. The independent service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. The daily valuation of exchange-traded foreign securities generally is determined as of the close of trading on the principal exchange on which such securities trade. Events occurring after the close of trading on foreign exchanges may result in adjustments to the valuation of foreign securities to more accurately reflect their fair value as of the close of regular trading on the New York Stock Exchange. When valuing foreign equity securities that meet certain criteria, the Trustees have approved the use of a fair value service that values such securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair-valued securities. Investments for which valuations or market quotations are not readily available are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund considering relevant factors, data and information including the market value of freely tradable securities of the same class in the principal market on which such securities are normally traded.

Item 2. Controls and Procedures

(a) It is the conclusion of the registrant s principal executive officer and principal financial officer that the effectiveness of the registrant s current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission s rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant s principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant s internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant s internal control over financial reporting.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Eaton Vance Enhanced Equity Income Fund II

By: /s/ Duncan W. Richardson

Duncan W. Richardson

President

Date: May 21, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Duncan W. Richardson

Duncan W. Richardson

President

Date: May 21, 2008

By: /s/ Barbara E. Campbell

Barbara E. Campbell

Treasurer

Date: May 21, 2008