

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

Eaton Vance Risk-Managed Diversified Equity Income Fund
Form N-PX
August 16, 2011

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

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

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

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

Eaton Vance Risk-Managed Diversified Equity Income Fund

ACCENTURE PLC

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED AUGUST 31, 2010 AS PRESENTED | Mgmt | For |
| 2A | RE-APPOINTMENT OF DIRECTOR: CHARLES H. GIANCARLO | Mgmt | For |
| 2B | RE-APPOINTMENT OF DIRECTOR: DENNIS F. HIGHTOWER | Mgmt | For |
| 2C | RE-APPOINTMENT OF DIRECTOR: BLYTHE J. MCGARVIE | Mgmt | For |

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

| | | | |
|----|---|------|--------|
| 2D | RE-APPOINTMENT OF DIRECTOR: MARK MOODY-STUART | Mgmt | For |
| 2E | RE-APPOINTMENT OF DIRECTOR: PIERRE NANTERME | Mgmt | For |
| 03 | RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2011 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION | Mgmt | For |
| 04 | APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 05 | RECOMMENDATION, IN A NON-BINDING VOTE, OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 06 | AUTHORIZATION TO HOLD THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND | Mgmt | For |
| 07 | AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES | Mgmt | For |
| 08 | DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK | Mgmt | For |

AFLAC INCORPORATED

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: DANIEL P. AMOS | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JOHN SHELBY AMOS II | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: PAUL S. AMOS II | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: MICHAEL H. ARMACOST | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: KRISS CLONINGER III | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ELIZABETH J. HUDSON | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: ROBERT B. JOHNSON | Mgmt | For |

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

| | | | |
|----|--|------|--------|
| 1I | ELECTION OF DIRECTOR: CHARLES B. KNAPP | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D. | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: MARVIN R. SCHUSTER | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: DAVID GARY THOMPSON | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: ROBERT L. WRIGHT | Mgmt | For |
| 1O | ELECTION OF DIRECTOR: TAKURO YOSHIDA | Mgmt | For |
| 02 | TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE IN THE PROXY STATEMENT. | Mgmt | For |
| 03 | NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 04 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |

 ALPHA NATURAL RESOURCES, INC.

Agent

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

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

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

OF THE ALPHA SPECIAL MEETING TO APPROVE ONE
OR BOTH OF THE PROPOSALS DESCRIBED ABOVE.

AMAZON.COM, INC. Agen

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

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

AMERICAN ELECTRIC POWER COMPANY, INC. Agen

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

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

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

AMERICAN EXPRESS COMPANY

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------------------|--------------------------|
| 01 | DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT | Mgmt Mgmt Mgmt Mgmt | For For For For |

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

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

 AMERICAN TOWER CORPORATION

 Agen

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

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

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

| | | | |
|----|---|------|--------|
| 03 | TO APPROVE AN AMENDMENT TO AMERICAN TOWER CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION. | Mgmt | For |
| 04 | TO CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 05 | TO CONDUCT AN ADVISORY VOTE ON WHETHER TO HOLD THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS. | Mgmt | 1 Year |

AMERISOURCEBERGEN CORPORATION Agen

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

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

APACHE CORPORATION Agen

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

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | ELECTION OF DIRECTOR: G. STEVEN FARRIS | Mgmt | For |
| 02 | ELECTION OF DIRECTOR: RANDOLPH M. FERLIC | Mgmt | For |
| 03 | ELECTION OF DIRECTOR: A.D. FRAZIER, JR. | Mgmt | For |
| 04 | ELECTION OF DIRECTOR: JOHN A. KOCUR | Mgmt | For |
| 05 | RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS | Mgmt | For |
| 06 | ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 07 | TO RECOMMEND THE FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS | Mgmt | 1 Year |
| 08 | APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL COMMON STOCK | Mgmt | For |
| 09 | APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL PREFERRED STOCK | Mgmt | For |
| 10 | APPROVAL OF APACHE'S 2011 OMNIBUS EQUITY COMPENSATION PLAN | Mgmt | For |

 APPLE INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 01 | DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011. | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 04 | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 05 | SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 06 | SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |

 AT&T INC.

Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 29-Apr-2011
 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: LYNN M. MARTIN | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JOHN B. MCCOY | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOYCE M. ROCHE | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: MATTHEW K. ROSE | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For |
| 03 | APPROVE 2011 INCENTIVE PLAN. | Mgmt | For |
| 04 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 05 | ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 06 | POLITICAL CONTRIBUTIONS. | Shr | Against |
| 07 | SPECIAL STOCKHOLDER MEETINGS. | Shr | For |

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

08 WRITTEN CONSENT. Shr For

 AVALONBAY COMMUNITIES, INC. Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR BRYCE BLAIR BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |
| 03 | TO CAST A NON-BINDING ADVISORY VOTE ON APPROVAL OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT. | Mgmt | For |
| 04 | TO CAST A NON-BINDING ADVISORY VOTE AS TO FREQUENCY OF FUTURE ADVISORY STOCKHOLDER VOTES ON THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year |

 BHP BILLITON LIMITED Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | TO RECEIVE THE 2010 FINANCIAL STATEMENTS AND | Mgmt | For |

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

REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON
PLC

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

BOSTON PROPERTIES, INC.

Agen

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

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: LAWRENCE S. BACOW | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: ZOE BAIRD | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ALAN J. PATRICOFF | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: MARTIN TURCHIN | Mgmt | For |
| 02 | TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 03 | TO APPROVE, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING THE ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year |
| 04 | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |
| 05 | STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr | Against |

 CARDINAL HEALTH, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: COLLEEN F. ARNOLD | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: GEORGE S. BARRETT | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: GLENN A. BRITT | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: CARRIE S. COX | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: CALVIN DARDEN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: BRUCE L. DOWNEY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JOHN F. FINN | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: GREGORY B. KENNY | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JAMES J. MONGAN, M.D. | Mgmt | For |

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

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

CARNIVAL CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 02 | TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 03 | TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 04 | TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 05 | TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 06 | TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 07 | TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |

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

| | | | |
|----|--|------|--------|
| 08 | TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 09 | TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 10 | TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 11 | TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 12 | TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 13 | TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 14 | TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt | For |
| 15 | TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION. | Mgmt | For |
| 16 | TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC. | Mgmt | For |
| 17 | TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2010. | Mgmt | For |
| 18 | TO APPROVE THE FISCAL 2010 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC. | Mgmt | For |
| 19 | TO DETERMINE HOW FREQUENTLY THE SHAREHOLDERS OF CARNIVAL CORPORATION & PLC SHOULD BE PROVIDED WITH A NON-BINDING ADVISORY VOTE REGARDING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC. | Mgmt | 1 Year |
| 20 | TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2010. | Mgmt | For |
| 21 | TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC. | Mgmt | For |
| 22 | TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC. | Mgmt | For |
| 23 | TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET. | Mgmt | For |
| 24 | TO APPROVE THE CARNIVAL CORPORATION 2011 STOCK | Mgmt | For |

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

PLAN.

 CELGENE CORPORATION

Agen

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

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

 CENTURYLINK, INC.

Agen

Security: 156700106
 Meeting Type: Annual
 Meeting Date: 18-May-2011
 Ticker: CTL
 ISIN: US1567001060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1 | DIRECTOR VIRGINIA BOULET PETER C. BROWN | Mgmt Mgmt | For For |

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

| | | | |
|----|--|------|---------|
| | RICHARD A. GEPHARDT | Mgmt | For |
| | GREGORY J. MCCRAY | Mgmt | For |
| | MICHAEL J. ROBERTS | Mgmt | For |
| 2 | RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2011. | Mgmt | For |
| 3 | APPROVE OUR 2011 EQUITY INCENTIVE PLAN. | Mgmt | For |
| 4A | ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION. | Mgmt | For |
| 4B | ADVISORY VOTE REGARDING THE FREQUENCY OF OUR EXECUTIVE COMPENSATION VOTES. | Mgmt | 1 Year |
| 5A | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS. | Shr | Against |
| 5B | SHAREHOLDER PROPOSAL REGARDING BOARD DECLASSIFICATION. | Shr | For |

 CISCO SYSTEMS, INC.

Agen

Security: 17275R102
 Meeting Type: Annual
 Meeting Date: 18-Nov-2010
 Ticker: CSCO
 ISIN: US17275R1023

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: CAROL A. BARTZ | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: M. MICHELE BURNS | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: LARRY R. CARTER | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JOHN T. CHAMBERS | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: BRIAN L. HALLA | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: RODERICK C. MCGEARY | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: MICHAEL K. POWELL | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: ARUN SARIN | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: STEVEN M. WEST | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: JERRY YANG | Mgmt | For |
| 02 | TO APPROVE A NON-BINDING ADVISORY RESOLUTION | Mgmt | For |

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

REGARDING EXECUTIVE COMPENSATION.

| | | | |
|----|---|------|---------|
| 03 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 30, 2011. | Mgmt | For |
| 04 | PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY. | Shr | Against |
| 05 | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS, WITHIN SIX MONTHS, PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr | Against |
| 06 | PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT CISCO ADOPT AND IMPLEMENT A POLICY RESTRICTING CERTAIN SALES IN CHINA, ADOPT A RELATED OVERSIGHT AND COMPLIANCE SYSTEM WITH RESPECT TO HUMAN RIGHTS IMPACTS AND PROVIDE PUBLIC DISCLOSURE OF CISCO'S SALES TO CHINA AND CERTAIN OTHER GOVERNMENTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr | Against |

 CITIGROUP INC.

 Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: ALAIN J.P. BELDA | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: TIMOTHY C. COLLINS | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JERRY A. GRUNDHOFFER | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ROBERT L. JOSS | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: VIKRAM S. PANDIT | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: RICHARD D. PARSONS | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JUDITH RODIN | Mgmt | For |

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

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

 COMCAST CORPORATION

 Agen

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

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

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

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

CONOCOPHILLIPS

Agen

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

| 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 |

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

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

CORNING INCORPORATED

Agen

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

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

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

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

 COVIDIEN PLC

 Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: CRAIG ARNOLD | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: ROBERT H. BRUST | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR. | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: KATHY J. HERBERT | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: RICHARD J. MEELIA | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DENNIS H. REILLEY | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: TADATAKA YAMADA | Mgmt | For |

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

| | | | |
|----|--|------|--------|
| 1K | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO | Mgmt | For |
| 02 | APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION. | Mgmt | For |
| 03 | EFFECT A ONE-FOR-ONE HUNDRED REVERSE SPLIT FOLLOWED BY A ONE HUNDRED-FOR-ONE FORWARD SPLIT OF THE COMPANY'S ORDINARY SHARES. | Mgmt | For |
| 04 | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 05 | AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES. | Mgmt | 1 Year |

DANAHER CORPORATION

Agen

Security: 235851102
 Meeting Type: Annual
 Meeting Date: 10-May-2011
 Ticker: DHR
 ISIN: US2358511028

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR. | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: MITCHELL P. RALES | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D. | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |
| 03 | TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS. | Mgmt | For |
| 04 | TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF TWENTY-FIVE PERCENT (25%) OR MORE OF DANAHER'S SHARES TO CALL A SPECIAL MEETING OF SHAREHOLDERS. | Mgmt | For |
| 05 | TO APPROVE AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND MATERIAL TERMS OF PLAN PERFORMANCE GOALS. | Mgmt | For |
| 06 | TO APPROVE AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 07 | TO APPROVE AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year |

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

 DAVITA INC.

 Agen

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

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

 DEERE & COMPANY

 Agen

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

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: DIPAK C. JAIN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JOACHIM MILBERG | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 02 | NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY") | Mgmt | For |
| 03 | NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES | Mgmt | 1 Year |
| 04 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011 | Mgmt | For |

 EMERSON ELECTRIC CO.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--------------------------------------|---------------------------------|
| 01 | DIRECTOR D.N. FARR* H. GREEN* C.A. PETERS* J.W. PRUEHER* R.L. RIDGWAY** | Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| 02 | RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN. | Mgmt | For |
| 03 | APPROVAL OF THE EMERSON ELECTRIC CO. 2011 STOCK OPTION PLAN. | Mgmt | For |
| 04 | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 05 | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION. | Mgmt | For |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES. | Mgmt | 1 Year |
| 07 | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING | Shr | Against |

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

THE ISSUANCE OF A SUSTAINABILITY REPORT AS
DESCRIBED IN THE PROXY STATEMENT.

EXXON MOBIL CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN K.C. FRAZIER W.W. GEORGE M.C. NELSON S.J. PALMISANO S.S. REINEMUND R.W. TILLERSON E.E. WHITACRE, JR. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 02 | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 55) | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56) | Mgmt | Against |
| 04 | FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57) | Mgmt | 1 Year |
| 05 | INDEPENDENT CHAIRMAN (PAGE 58) | Shr | For |
| 06 | REPORT ON POLITICAL CONTRIBUTIONS (PAGE 59) | Shr | Against |
| 07 | AMENDMENT OF EEO POLICY (PAGE 61) | Shr | Against |
| 08 | POLICY ON WATER (PAGE 62) | Shr | Against |
| 09 | REPORT ON CANADIAN OIL SANDS (PAGE 64) | Shr | Against |
| 10 | REPORT ON NATURAL GAS PRODUCTION (PAGE 65) | Shr | Against |
| 11 | REPORT ON ENERGY TECHNOLOGY (PAGE 67) | Shr | Against |
| 12 | GREENHOUSE GAS EMISSIONS GOALS (PAGE 68) | Shr | Against |

FEDEX CORPORATION

Agen

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

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

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

FLUOR CORPORATION

Agen

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

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

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

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

 FORD MOTOR COMPANY

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: STEPHEN G. BUTLER | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: KIMBERLY A. CASIANO | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR. | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: EDSEL B. FORD II | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR. | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: RICHARD A. GEPHARDT | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JAMES H. HANCE, JR. | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR. | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: ELLEN R. MARRAM | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: ALAN MULALLY | Mgmt | For |

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

| | | | |
|----|--|------|---------|
| 1L | ELECTION OF DIRECTOR: HOMER A. NEAL | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: GERALD L. SHAHEEN | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: JOHN L. THORNTON | Mgmt | For |
| 02 | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 03 | SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES. | Mgmt | For |
| 04 | SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES. | Mgmt | 1 Year |
| 05 | RELATING TO DISCLOSURE OF THE COMPANY'S POLITICAL CONTRIBUTIONS. | Shr | Against |
| 06 | RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE. | Shr | For |
| 07 | RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS. | Shr | For |

 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1 | DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B.M. RANKIN, JR. STEPHEN H. SIEGELE | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | Against |
| 3 | APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION | Mgmt | 1 Year |

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

OF OUR NAMED EXECUTIVE OFFICERS.

| | | | |
|---|--|------|---------|
| 4 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS. | Shr | Against |

FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED GROUP FINANCIAL STATEMENTS EACH APPROVED BY THE SUPERVISORY BOARD, THE MANAGEMENT REPORTS FOR THE CONSOLIDATED GROUP, THE REPORT BY THE GENERAL PARTNER WITH REGARD TO THE INFORMATION PURSUANT TO SECTIONS 289 (4), 315 (4) OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH - HGB) AND THE REPORT OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2010; RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2010 | Mgmt | For |
| 02 | RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT | Mgmt | For |
| 03 | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER | Mgmt | For |
| 04 | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD | Mgmt | For |
| 05 | RESOLUTION ON THE APPROVAL OF THE REVISED SYSTEM OF COMPENSATION OF THE MANAGEMENT BOARD MEMBERS OF THE GENERAL PARTNER | Mgmt | For |
| 06 | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2011 | Mgmt | For |
| 7A | ELECTION OF DR GERD KRICK TO THE SUPERVISORY BOARD | Mgmt | Against |
| 7B | ELECTION OF DR DIETER SCHENK TO THE SUPERVISORY BOARD | Mgmt | Against |

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

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

 GENERAL ELECTRIC COMPANY

Agent

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1 | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE | Mgmt | For |
| A2 | ELECTION OF DIRECTOR: JAMES I. CASH, JR. | Mgmt | For |
| A3 | ELECTION OF DIRECTOR: ANN M. FUDGE | Mgmt | For |
| A4 | ELECTION OF DIRECTOR: SUSAN HOCKFIELD | Mgmt | For |

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

| | | | |
|-----|---|------|---------|
| A5 | ELECTION OF DIRECTOR: JEFFREY R. IMMELT | Mgmt | For |
| A6 | ELECTION OF DIRECTOR: ANDREA JUNG | Mgmt | For |
| A7 | ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY | Mgmt | For |
| A8 | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For |
| A9 | ELECTION OF DIRECTOR: RALPH S. LARSEN | Mgmt | For |
| A10 | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS | Mgmt | For |
| A11 | ELECTION OF DIRECTOR: JAMES J. MULVA | Mgmt | For |
| A12 | ELECTION OF DIRECTOR: SAM NUNN | Mgmt | For |
| A13 | ELECTION OF DIRECTOR: ROGER S. PENSKE | Mgmt | For |
| A14 | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA | Mgmt | For |
| A15 | ELECTION OF DIRECTOR: JAMES S. TISCH | Mgmt | For |
| A16 | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III | Mgmt | For |
| B1 | RATIFICATION OF KPMG | Mgmt | For |
| B2 | ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION | Mgmt | For |
| B3 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| C1 | SHAREOWNER PROPOSAL: CUMULATIVE VOTING | Shr | Against |
| C2 | SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS | Shr | For |
| C3 | SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS GRANTED TO EXECUTIVES | Shr | Against |
| C4 | SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE | Shr | Against |
| C5 | SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL RESEARCH | Shr | Against |

 GOLDCORP INC.

Agen

 Security: 380956409
 Meeting Type: Annual and Special
 Meeting Date: 18-May-2011
 Ticker: GG
 ISIN: CA3809564097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| A | DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY | Mgmt Mgmt | For For |

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

| | | | |
|---|--|------|---------|
| | CHARLES A. JEANNES | Mgmt | For |
| | JOHN P. BELL | Mgmt | For |
| | LAWRENCE I. BELL | Mgmt | For |
| | BEVERLEY A. BRISCOE | Mgmt | For |
| | PETER J. DEY | Mgmt | For |
| | P. RANDY REIFEL | Mgmt | For |
| | A. DAN ROVIG | Mgmt | For |
| | KENNETH F. WILLIAMSON | Mgmt | For |
| B | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION; | Mgmt | For |
| C | A RESOLUTION APPROVING AN AMENDED AND RESTATED STOCK OPTION PLAN FOR THE COMPANY; | Mgmt | For |
| D | A RESOLUTION AMENDING ARTICLES OF THE COMPANY TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS FROM 10 TO 12; | Mgmt | For |
| E | THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "C" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM. | Shr | Against |

GOOGLE INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 01 | DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For |
| 02 | THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |
| 03 | THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 1,500,000. | Mgmt | Against |
| 04 | THE APPROVAL OF 2010 COMPENSATION AWARDED TO | Mgmt | For |

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

NAMED EXECUTIVE OFFICERS.

| | | | |
|----|---|------|---------|
| 05 | THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |
| 06 | A STOCKHOLDER PROPOSAL REGARDING THE FORMATION OF A BOARD COMMITTEE ON SUSTAINABILITY, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 07 | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A SIMPLE MAJORITY VOTING STANDARD FOR STOCKHOLDER MATTERS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 08 | A STOCKHOLDER PROPOSAL REGARDING A CONFLICT OF INTEREST AND CODE OF CONDUCT COMPLIANCE REPORT, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |

HALLIBURTON COMPANY

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: A.M. BENNETT | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: J.R. BOYD | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: M. CARROLL | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: N.K. DICCIANI | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: S.M. GILLIS | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: A.S. JUM'AH | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: D.J. LESAR | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: R.A. MALONE | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: J.L. MARTIN | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: D.L. REED | Mgmt | For |
| 02 | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS. | Mgmt | For |
| 03 | PROPOSAL FOR ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 04 | PROPOSAL FOR ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

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

| | | | |
|----|--------------------------------------|-----|---------|
| 05 | PROPOSAL ON HUMAN RIGHTS POLICY. | Shr | Against |
| 06 | PROPOSAL ON POLITICAL CONTRIBUTIONS. | Shr | Against |

 HESS CORPORATION

Agen

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

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

 INTEL CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: SUSAN L. DECKER | Mgmt | For |

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

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

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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

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

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

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

 JOHNSON & JOHNSON

 Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: MARY SUE COLEMAN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JAMES G. CULLEN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: IAN E.L. DAVIS | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ANNE M. MULCAHY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: LEO F. MULLIN | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: WILLIAM D. PEREZ | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: CHARLES PRINCE | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: DAVID SATCHER | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1K | ELECTION OF DIRECTOR: WILLIAM C. WELDON | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011 | Mgmt | For |
| 03 | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | Against |
| 04 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | 1 Year |
| 05 | SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE RESTRAINT | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY | Shr | Against |
| 07 | SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING | Shr | Against |

 JPMORGAN CHASE & CO.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: STEPHEN B. BURKE | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: DAVID M. COTE | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMES S. CROWN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JAMES DIMON | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ELLEN V. FUTTER | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DAVID C. NOVAK | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: LEE R. RAYMOND | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: WILLIAM C. WELDON | Mgmt | For |
| 02 | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | Against |

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

| | | | |
|----|--|------|---------|
| 04 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 05 | APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN | Mgmt | Against |
| 06 | POLITICAL NON-PARTISANSHIP | Shr | Against |
| 07 | SHAREHOLDER ACTION BY WRITTEN CONSENT | Shr | For |
| 08 | MORTGAGE LOAN SERVICING | Shr | Against |
| 09 | POLITICAL CONTRIBUTIONS | Shr | Against |
| 10 | GENOCIDE-FREE INVESTING | Shr | Against |
| 11 | INDEPENDENT LEAD DIRECTOR | Shr | Against |

KEYCORP

Agen

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

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

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

VOTE ON EXECUTIVE COMPENSATION PROGRAM.

 LINCOLN NATIONAL CORPORATION

Agen

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

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

 MASTERCARD INCORPORATED

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS IN PHASES AND EFFECT RELATED CHANGES IN DIRECTOR VACANCY AND REMOVAL PROCEDURES. | Mgmt | For |

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

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

MCDONALD'S CORPORATION

Agen

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

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

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

| | | | |
|----|---|------|---------|
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 05 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE TWELFTH OF OUR RESTATED CERTIFICATE OF INCORPORATION BY REPEALING SUCH ARTICLE (TRANSACTIONS WITH INTERESTED SHAREHOLDERS). | Mgmt | For |
| 06 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE THIRTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (BOARD OF DIRECTORS). | Mgmt | For |
| 07 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN ARTICLE FOURTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (SHAREHOLDER ACTION). | Mgmt | For |
| 08 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO CLASSIFIED BOARD. | Shr | For |
| 09 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING. | Shr | Against |
| 10 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO A REPORT ON CHILDREN'S NUTRITION. | Shr | Against |
| 11 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO BEVERAGE CONTAINERS. | Shr | Against |

 METLIFE, INC.

Agen

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

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

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

05 ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS Mgmt 1 Year

MICROSOFT CORPORATION

Agen

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

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

NIKE, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01 | DIRECTOR | | |

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

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

 OCCIDENTAL PETROLEUM CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: SPENCER ABRAHAM | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: HOWARD I. ATKINS | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN | Mgmt | Against |
| 1E | ELECTION OF DIRECTOR: JOHN E. FEICK | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: MARGARET M. FORAN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: RAY R. IRANI | Mgmt | Against |
| 1I | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: RODOLFO SEGOVIA | Mgmt | Against |
| 1K | ELECTION OF DIRECTOR: AZIZ D. SYRIANI | Mgmt | Against |
| 1L | ELECTION OF DIRECTOR: ROSEMARY TOMICH | Mgmt | Against |
| 1M | ELECTION OF DIRECTOR: WALTER L. WEISMAN | Mgmt | Against |
| 02 | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS. | Mgmt | For |
| 03 | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION. | Mgmt | For |

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

| | | | |
|----|--|------|---------|
| 04 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 05 | REPORT ON POLITICAL EXPENDITURES AND SPENDING PROCESSES. | Shr | Against |
| 06 | REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE. | Shr | Against |

ORACLE CORPORATION

Agen

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

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

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

PEABODY ENERGY CORPORATION

Agen

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

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

PEPSICO, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------------------------------|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: S.L. BROWN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: I.M. COOK | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: D. DUBLON | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: V.J. DZAU | Mgmt | For |

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

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

 PFIZER INC.

 Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: MICHAEL S. BROWN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: M. ANTHONY BURNS | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: W. DON CORNWELL | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: FRANCES D. FERGUSSON | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1F | ELECTION OF DIRECTOR: WILLIAM H. GRAY III | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: CONSTANCE J. HORNER | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: JAMES M. KILTS | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: GEORGE A. LORCH | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOHN P. MASCOTTE | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: IAN C. READ | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | For |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | Against |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 05 | SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING PUBLIC POLICY INITIATIVES. | Shr | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING PHARMACEUTICAL PRICE RESTRAINTS. | Shr | Against |
| 08 | SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT. | Shr | For |
| 09 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS. | Shr | For |
| 10 | SHAREHOLDER PROPOSAL REGARDING ANIMAL RESEARCH | Shr | Against |

PG&E CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: DAVID R. ANDREWS | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: LEWIS CHEW | Mgmt | For |

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

| | | | |
|----|--|------|---------|
| 1C | ELECTION OF DIRECTOR: C. LEE COX | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: PETER A. DARBEE | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: MARYELLEN C. HERRINGER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ROGER H. KIMMEL | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: RICHARD A. MESERVE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: FORREST E. MILLER | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: ROSENDO G. PARRA | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: BARBARA L. RAMBO | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: BARRY LAWSON WILLIAMS | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | For |
| 04 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 05 | INDEPENDENT BOARD CHAIRMAN | Shr | Against |
| 06 | NEUTRAL PG&E PERSONNEL POLICIES | Shr | Against |

 PHILIP MORRIS INTERNATIONAL INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: HAROLD BROWN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JENNIFER LI | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: GRAHAM MACKAY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: SERGIO MARCHIONNE | Mgmt | Against |
| 1H | ELECTION OF DIRECTOR: LUCIO A. NOTO | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1I | ELECTION OF DIRECTOR: CARLOS SLIM HELU | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: STEPHEN M. WOLF | Mgmt | For |
| 02 | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS | Mgmt | For |
| 03 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 05 | STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE | Shr | Against |
| 06 | STOCKHOLDER PROPOSAL 2 - INDEPENDENT BOARD CHAIR | Shr | Against |

PRUDENTIAL FINANCIAL, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR. | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: GORDON M. BETHUNE | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: GASTON CAPERTON | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: GILBERT F. CASELLAS | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JAMES G. CULLEN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: WILLIAM H. GRAY III | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: MARK B. GRIER | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: CONSTANCE J. HORNER | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: MARTINA HUND-MEJEAN | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: KARL J. KRAPEK | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: CHRISTINE A. POON | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JOHN R. STRANGFELD | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: JAMES A. UNRUH | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 04 | ADVISORY VOTE ON FREQUENCY. | Mgmt | 1 Year |
| 05 | SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING. | Shr | For |
| 06 | SHAREHOLDER PROPOSAL REGARDING LOBBYING CONTRIBUTIONS & EXPENDITURES. | Shr | Against |

 QUALCOMM, INCORPORATED

Agen

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

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

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

 SALESFORCE.COM, INC.

Agen

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

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

 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: P. CAMUS | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: P. CURRIE | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: A. GOULD | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: T. ISAAC | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: K.V. KAMATH | Mgmt | For |

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

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

SILVER WHEATON CORP.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-------------------|---------------|---------------|
| A | DIRECTOR | | |
| | PETER D. BARNES | Mgmt | For |
| | LAWRENCE I. BELL | Mgmt | For |
| | GEORGE L. BRACK | Mgmt | For |
| | JOHN A. BROUGH | Mgmt | For |
| | R. PETER GILLIN | Mgmt | For |
| | DOUGLAS M. HOLTBY | Mgmt | For |

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

| | | | |
|---|--|------|-----|
| | EDUARDO LUNA | Mgmt | For |
| | WADE D. NESMITH | Mgmt | For |
| B | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. | Mgmt | For |

 SOUTHWESTERN ENERGY COMPANY

Agen

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

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

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

ST. JUDE MEDICAL, INC.

Agen

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

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

STATE STREET CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: K. BURNES | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: P. COYM | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: A. FAWCETT | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: D. GRUBER | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1F | ELECTION OF DIRECTOR: L. HILL | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: J. HOOLEY | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: R. KAPLAN | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: C. LAMANTIA | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: R. SERGEL | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: R. SKATES | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: G. SUMME | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: R. WEISSMAN | Mgmt | For |
| 02 | TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION | Mgmt | For |
| 03 | TO APPROVE AN ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY PROPOSALS ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 04 | TO APPROVE THE 2011 SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN | Mgmt | For |
| 05 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011 | Mgmt | For |
| 06 | TO ACT ON A SHAREHOLDER PROPOSAL RELATING TO DISCLOSURE OF CERTAIN POLITICAL CONTRIBUTIONS | Shr | Against |

TARGET CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: ROXANNE S. AUSTIN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: CALVIN DARDEN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: MARY N. DILLON | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMES A. JOHNSON | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: MARY E. MINNICK | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ANNE M. MULCAHY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DERICA W. RICE | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1H | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: GREGG W. STEINHAFEL | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOHN G. STUMPF | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: SOLOMON D. TRUJILLO | Mgmt | For |
| 02 | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. | Mgmt | For |
| 03 | COMPANY PROPOSAL TO APPROVE THE TARGET CORPORATION 2011 LONG-TERM INCENTIVE PLAN. | Mgmt | For |
| 04 | COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY"). | Mgmt | For |
| 05 | COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES. | Mgmt | 1 Year |
| 06 | SHAREHOLDER PROPOSAL ON COMPENSATION BENCHMARKING. | Shr | For |
| 07 | SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING. | Shr | Against |

 THE COCA-COLA COMPANY

Agen

 Security: 191216100
 Meeting Type: Annual
 Meeting Date: 27-Apr-2011
 Ticker: KO
 ISIN: US1912161007

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

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

| | | | |
|----|--|------|---------|
| 1K | ELECTION OF DIRECTOR: SAM NUNN | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JAMES D. ROBINSON III | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: PETER V. UEERROTH | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: JACOB WALLENBERG | Mgmt | For |
| 1O | ELECTION OF DIRECTOR: JAMES B. WILLIAMS | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt | For |
| 03 | APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE PERFORMANCE INCENTIVE PLAN OF THE COCA-COLA COMPANY TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS | Mgmt | For |
| 04 | APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE COCA-COLA COMPANY 1989 RESTRICTED STOCK AWARD PLAN TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS | Mgmt | For |
| 05 | ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY VOTE) | Mgmt | For |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE SAY ON PAY VOTE | Mgmt | 1 Year |
| 07 | SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A | Shr | Against |

 THE GOLDMAN SACHS GROUP, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JOHN H. BRYAN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: GARY D. COHN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: CLAES DAHLBACK | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: STEPHEN FRIEDMAN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: WILLIAM W. GEORGE | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JAMES A. JOHNSON | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: LOIS D. JULIBER | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1I | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JAMES J. SCHIRO | Mgmt | For |
| 02 | ADVISORY VOTE ON EXECUTIVE COMPENSATION MATTERS (SAY ON PAY) | Mgmt | Against |
| 03 | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY | Mgmt | 1 Year |
| 04 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2011 FISCAL YEAR | Mgmt | For |
| 05 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS | Shr | For |
| 07 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE | Shr | For |
| 08 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON SENIOR EXECUTIVE COMPENSATION | Shr | Against |
| 09 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON CLIMATE CHANGE RISK DISCLOSURE | Shr | Against |
| 10 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS | Shr | Against |

 THE HOME DEPOT, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: F. DUANE ACKERMAN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: FRANCIS S. BLAKE | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ARI BOUSBIB | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: J. FRANK BROWN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ALBERT P. CAREY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: ARMANDO CODINA | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: BONNIE G. HILL | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1I | ELECTION OF DIRECTOR: KAREN L. KATEN | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: RONALD L. SARGENT | Mgmt | For |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | For |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 05 | COMPANY PROPOSAL TO IMPLEMENT SHAREHOLDER ABILITY TO ACT BY WRITTEN CONSENT (APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION) | Mgmt | For |
| 06 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING | Shr | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS | Shr | For |
| 08 | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT | Shr | Against |
| 09 | SHAREHOLDER PROPOSAL REGARDING ELECTIONEERING POLICIES AND CONTRIBUTIONS | Shr | Against |

 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: RICHARD O. BERNDT | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: CHARLES E. BUNCH | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: PAUL W. CHELLGREN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: KAY COLES JAMES | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: RICHARD B. KELSON | Mgmt | Against |
| 1F | ELECTION OF DIRECTOR: BRUCE C. LINDSAY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: ANTHONY A. MASSARO | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: JANE G. PEPPER | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JAMES E. ROHR | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: DONALD J. SHEPARD | Mgmt | For |

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

| | | | |
|----|--|------|--------|
| 1K | ELECTION OF DIRECTOR: LORENE K. STEFFES | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: DENNIS F. STRIGL | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: THOMAS J. USHER | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR. | Mgmt | For |
| 1O | ELECTION OF DIRECTOR: HELGE H. WEHMEIER | Mgmt | For |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For |
| 03 | APPROVAL OF 2006 INCENTIVE AWARD PLAN TERMS. | Mgmt | For |
| 04 | APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 05 | RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

 THE PROCTER & GAMBLE COMPANY

Agen

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

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

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

 UNITED TECHNOLOGIES CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JOHN V. FARACI | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMIE S. GORELICK | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: EDWARD A. KANGAS | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ELLEN J. KULLMAN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: CHARLES R. LEE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: HAROLD MCGRAW III | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: H. PATRICK SWYGERT | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: ANDRE VILLENEUVE | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN | Mgmt | For |
| 02 | APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR | Mgmt | For |
| 03 | APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN | Mgmt | For |
| 04 | ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 05 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS | Mgmt | 1 Year |
| 06 | SHAREOWNER PROPOSAL CONCERNING ADDITIONAL SHARE RETENTION REQUIREMENT FOR SENIOR EXECUTIVES | Shr | For |

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

UNITEDHEALTH GROUP INCORPORATED

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR. | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: RICHARD T. BURKE | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ROBERT J. DARRETTA | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: MICHELE J. HOOPER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: RODGER A. LAWSON | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: GLENN M. RENWICK | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D. | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D. | Mgmt | For |
| 02 | APPROVAL, BY A NON-BINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 03 | RECOMMENDATION, BY A NON-BINDING ADVISORY VOTE, OF THE FREQUENCY OF HOLDING A SAY-ON-PAY VOTE. | Mgmt | 1 Year |
| 04 | APPROVAL OF THE UNITEDHEALTH GROUP 2011 INCENTIVE STOCK PLAN. | Mgmt | For |
| 05 | APPROVAL OF AN AMENDMENT TO THE UNITEDHEALTH GROUP 1993 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE THEREUNDER. | Mgmt | For |
| 06 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |

VARIAN MEDICAL SYSTEMS, INC.

Agen

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

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

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

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
Meeting Type: Annual
Meeting Date: 05-May-2011
Ticker: VZ
ISIN: US92343V1044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: RICHARD L. CARRION | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: M. FRANCES KEETH | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: LOWELL C. MCADAM | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: SANDRA O. MOOSE | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: JOSEPH NEUBAUER | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: CLARENCE OTIS, JR. | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: HUGH B. PRICE | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: IVAN G. SEIDENBERG | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: RODNEY E. SLATER | Mgmt | For |

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

| | | | |
|----|--|------|---------|
| 1L | ELECTION OF DIRECTOR: JOHN W. SNOW | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION | Mgmt | For |
| 04 | ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 05 | DISCLOSE PRIOR GOVERNMENT SERVICE | Shr | Against |
| 06 | PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS | Shr | For |
| 07 | CUMULATIVE VOTING | Shr | Against |
| 08 | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING | Shr | For |

WAL-MART STORES, INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: AIDA M. ALVAREZ | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JAMES W. BREYER | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: M. MICHELE BURNS | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMES I. CASH, JR. | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ROGER C. CORBETT | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: DOUGLAS N. DAFT | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: MICHAEL T. DUKE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: GREGORY B. PENNER | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: STEVEN S REINEMUND | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: H. LEE SCOTT, JR. | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: ARNE M. SORENSON | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JIM C. WALTON | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: S. ROBSON WALTON | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 10 | ELECTION OF DIRECTOR: LINDA S. WOLF | Mgmt | For |
| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | For |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 05 | GENDER IDENTITY NON-DISCRIMINATION POLICY | Shr | Against |
| 06 | POLITICAL CONTRIBUTIONS REPORT | Shr | Against |
| 07 | SPECIAL SHAREOWNER MEETINGS | Shr | For |
| 08 | REQUIRE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT | Shr | Against |
| 09 | CLIMATE CHANGE RISK DISCLOSURE | Shr | Against |

WELLS FARGO & COMPANY

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: JOHN D. BAKER II | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JOHN S. CHEN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: LLOYD H. DEAN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: SUSAN E. ENGEL | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: DONALD M. JAMES | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: MACKEY J. MCDONALD | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: NICHOLAS G. MOORE | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY | Mgmt | Against |
| 1K | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: JOHN G. STUMPF | Mgmt | For |

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

| | | | |
|----|--|------|---------|
| 1N | ELECTION OF DIRECTOR: SUSAN G. SWENSON | Mgmt | For |
| 02 | PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION. | Mgmt | For |
| 03 | ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING NAMED EXECUTIVES' COMPENSATION. | Mgmt | 1 Year |
| 04 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011. | Mgmt | For |
| 05 | STOCKHOLDER PROPOSAL REGARDING AN AMENDMENT TO THE COMPANY'S BY-LAWS TO ALLOW HOLDERS OF 10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL MEETINGS OF STOCKHOLDERS. | Shr | For |
| 06 | STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS. | Shr | Against |
| 07 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN. | Shr | For |
| 08 | STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON DIRECTOR COMPENSATION. | Shr | Against |
| 09 | STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS. | Shr | For |

* Management position unknown

SIGNATURES

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

| | |
|----------------|---|
| (Registrant) | Eaton Vance Risk-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Walter A. Row, III |
| Name | Walter A. Row, III |
| Title | President |
| Date | 08/16/2011 |