

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

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX/A  
September 02, 2009

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

FORM N-PX/A

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: 07/01/2008 - 06/30/2009

Eaton Vance Risk-Managed Diversified Equity Income Fund

-----  
3M COMPANY

Agen

-----  
Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 12-May-2009  
Ticker: MMM  
ISIN: US88579Y1010  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For
1C	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For

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

1E	ELECTION OF DIRECTOR: W. JAMES FARRELL	Mgmt	For
1F	ELECTION OF DIRECTOR: HERBERT L. HENKEL	Mgmt	For
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1I	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT J. ULRICH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.	Shr	For
04	STOCKHOLDER PROPOSAL ON THE VESTING OF STOCK OPTIONS AND AWARDS.	Shr	For

---

ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 24-Apr-2009  
Ticker: ABT  
ISIN: US0028241000

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R.J. ALPERN R.S. AUSTIN W.M. DALEY W.J. FARRELL H.L. FULLER W.A. OSBORN D.A.L. OWEN W.A. REYNOLDS R.S. ROBERTS S.C. SCOTT III W.D. SMITHBURG G.F. TILTON M.D. WHITE	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 THE ABBOTT LABORATORIES 2009 INCENTIVE STOCK PROGRAM	Mgmt	For
03	APPROVAL OF THE ABBOTT LABORATORIES 2009 EMPLOYEE STOCK PURCHASE PLAN FOR NON-U.S. EMPLOYEES	Mgmt	For
04	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL - ANIMAL TESTING	Shr	Against

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

06	SHAREHOLDER PROPOSAL - HEALTH CARE PRINCIPLES	Shr	Against
07	SHAREHOLDER PROPOSAL - ADVISORY VOTE	Shr	For

-----  
 ACCENTURE LTD

Agen

Security: G1150G111  
 Meeting Type: Annual  
 Meeting Date: 12-Feb-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: CHARLES H. GIANCARLO	Mgmt	For
1B	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: DINA DUBLON	Mgmt	For
1C	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN	Mgmt	For
1D	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: NOBUYUKI IDEI	Mgmt	For
1E	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: MARJORIE MAGNER	Mgmt	For
2	RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION.	Mgmt	For

-----  
 ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: ACE  
 ISIN: CH0044328745  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL G. ATIEH	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY A. CIRILLO	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. CROCKETT	Mgmt	For

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

1D	ELECTION OF DIRECTOR: THOMAS J. NEFF	Mgmt	For
2A	APPROVAL OF THE ANNUAL REPORT	Mgmt	For
2B	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED	Mgmt	For
2C	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
03	ALLOCATION OF DISPOSABLE PROFIT	Mgmt	For
04	DISCHARGE OF THE BOARD OF DIRECTORS	Mgmt	For
05	AMENDMENT OF ARTICLES OF ASSOCIATION RELATING TO SPECIAL AUDITOR	Mgmt	For
6A	ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
6B	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP	Mgmt	For
6C	ELECTION OF BDO VISURA (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
07	APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES	Mgmt	For

-----  
AETNA INC.

Agen

-----  
Security: 00817Y108  
Meeting Type: Annual  
Meeting Date: 29-May-2009  
Ticker: AET  
ISIN: US00817Y1082  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRANK M. CLARK	Mgmt	For
1B	ELECTION OF DIRECTOR: BETSY Z. COHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MOLLY J. COYE, M.D.	Mgmt	For
1D	ELECTION OF DIRECTOR: ROGER N. FARAH	Mgmt	For
1E	ELECTION OF DIRECTOR: BARBARA HACKMAN FRANKLIN	Mgmt	For
1F	ELECTION OF DIRECTOR: JEFFREY E. GARTEN	Mgmt	For
1G	ELECTION OF DIRECTOR: EARL G. GRAVES	Mgmt	For

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

1H	ELECTION OF DIRECTOR: GERALD GREENWALD	Mgmt	For
1I	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD J. HARRINGTON	Mgmt	For
1K	ELECTION OF DIRECTOR: EDWARD J. LUDWIG	Mgmt	For
1L	ELECTION OF DIRECTOR: JOSEPH P. NEWHOUSE	Mgmt	For
1M	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING.	Shr	Against
04	SHAREHOLDER PROPOSAL ON NOMINATING A RETIRED AETNA EXECUTIVE TO THE BOARD.	Shr	Against

-----  
 AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: AMGN  
 ISIN: US0311621009

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DR. DAVID BALTIMORE	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL	Mgmt	For
1D	ELECTION OF DIRECTOR: MR. JERRY D. CHOATE	Mgmt	For
1E	ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK	Mgmt	For
1G	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Mgmt	For
1H	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Mgmt	For
1I	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Mgmt	For
1J	ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)	Mgmt	For
1K	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Mgmt	For
1L	ELECTION OF DIRECTOR: MR. KEVIN W. SHARER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP	Mgmt	For

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

AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS  
FOR THE YEAR ENDING DECEMBER 31, 2009.

03	TO APPROVE THE PROPOSED 2009 EQUITY INCENTIVE PLAN, WHICH AUTHORIZES THE ISSUANCE OF 100,000,000 SHARES.	Mgmt	For
04	TO APPROVE THE PROPOSED AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, WHICH REDUCES THE SIXTY-SIX AND TWO-THIRDS PERCENT (66-2/3%) VOTING REQUIREMENT TO A SIMPLE MAJORITY VOTING REQUIREMENT FOR APPROVAL OF CERTAIN BUSINESS COMBINATIONS.	Mgmt	For
5A	STOCKHOLDER PROPOSAL #1 (AMEND OUR BYLAWS TO PERMIT 10 PERCENT OF OUR OUTSTANDING COMMON STOCK THE ABILITY TO CALL SPECIAL MEETINGS.)	Shr	For
5B	STOCKHOLDER PROPOSAL #2 (CHANGE OUR JURISDICTION OF INCORPORATION FROM DELAWARE TO NORTH DAKOTA.)	Shr	Against

---

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: APC  
ISIN: US0325111070

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT J. ALLISON, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN W. PODUSKA, SR.	Mgmt	Against
1D	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED.	Mgmt	For
04	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.	Shr	Against

---

APPLE INC.

Agen

Security: 037833100  
Meeting Type: Annual

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

Meeting Date: 25-Feb-2009  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG A.D. LEVINSON, PH.D. ERIC E. SCHMIDT, PH.D. JEROME B. YORK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
03	SHAREHOLDER PROPOSAL REGARDING ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
04	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

ASML HOLDINGS N.V.

Agen

Security: N07059186  
 Meeting Type: Annual  
 Meeting Date: 26-Mar-2009  
 Ticker: ASML  
 ISIN: USN070591862

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	No vote
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	No vote
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	No vote

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

07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	No vote
8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	No vote
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	No vote
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	No vote
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	No vote
9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	No vote
11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	No vote
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	No vote
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	No vote
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING	Mgmt	No vote



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

TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.

13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	No vote
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	No vote
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	No vote

---

ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

---

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	For
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	For
8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	For
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	Against
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	For
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	For
9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	For

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

11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	For
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	For
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	For
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.	Mgmt	For
13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	For
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	For
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	For

-----  
 AT&T INC.

-----  
 Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: T  
 ISIN: US00206R1023  
 -----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Mgmt	Against
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	Against
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	Against
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1I	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1J	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1L	ELECTION OF DIRECTOR: MARY S. METZ	Mgmt	For
1M	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1N	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1O	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT TO INCREASE AUTHORIZED SHARES.	Mgmt	For
04	REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
05	SPECIAL STOCKHOLDER MEETINGS.	Shr	For
06	CUMULATIVE VOTING.	Shr	Against
07	BYLAW REQUIRING INDEPENDENT CHAIRMAN.	Shr	For
08	ADVISORY VOTE ON COMPENSATION.	Shr	For
09	PENSION CREDIT POLICY.	Shr	For

---

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 05-Dec-2008  
 Ticker: BAC  
 ISIN: US0605051046

---

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF BANK OF AMERICA COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2008, BY AND BETWEEN MERRILL LYNCH & CO., INC. AND BANK OF AMERICA CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Mgmt	No vote
02	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	No vote
03	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF BANK OF AMERICA COMMON STOCK FROM 7.5 BILLION TO 10 BILLION.	Mgmt	No vote
04	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE FOREGOING PROPOSALS.	Mgmt	No vote

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

-----  
 BAXTER INTERNATIONAL INC.

-----  
 Agen

Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BAX  
 ISIN: US0718131099  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WALTER E. BOOMER	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES R. GAVIN III, M.D., PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: PETER S. HELLMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: K.J. STORM	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO ANIMAL TESTING	Shr	Against

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

-----  
 BECTON, DICKINSON AND COMPANY

Agen

-----  
 Security: 075887109  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: BDX  
 ISIN: US0758871091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C.M. FRASER-LIGGETT E.J. LUDWIG W.J. OVERLOCK, JR. B.L. SCOTT	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	AMENDMENT TO BD'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	AMENDMENT TO THE 2004 EMPLOYEE AND DIRECTOR EQUITY-BASED COMPENSATION PLAN.	Mgmt	For
05	APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS.	Mgmt	For
06	SPECIAL SHAREHOLDER MEETINGS.	Shr	For
07	CUMULATIVE VOTING.	Shr	Against

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

Agen

-----  
 Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2009  
 Ticker: BBY  
 ISIN: US0865161014  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RONALD JAMES* ELLIOT S. KAPLAN* SANJAY KHOSLA* GEORGE L. MIKAN III* MATTHEW H. PAULL* RICHARD M. SCHULZE* HATIM A. TYABJI* GERARD R. VITTECOQ**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For

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

02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR THAT BEGAN ON MARCH 1, 2009.	Mgmt	For
03	APPROVAL OF AMENDMENTS TO OUR 2004 OMNIBUS STOCK AND INCENTIVE PLAN, AS AMENDED.	Mgmt	For
04	APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO CHANGE APPROVAL REQUIRED.	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE IX.	Mgmt	For
06	APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO REMOVE DIRECTORS WITHOUT CAUSE.	Mgmt	For
07	APPROVAL OF AMENDMENT TO ARTICLE IX TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO AMEND CLASSIFIED BOARD PROVISIONS.	Mgmt	For
08	APPROVAL OF AN AMENDMENT TO ARTICLE X TO DECREASE SHAREHOLDER APPROVAL REQUIRED FOR CERTAIN REPURCHASES OF STOCK.	Mgmt	For
09	APPROVAL OF AN AMENDMENT TO ARTICLE X OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE X.	Mgmt	For

-----  
 BIOGEN IDEC INC.

-----  
 Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: BIIB  
 ISIN: US09062X1037  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DR. ALEXANDER J. DENNER DR. RICHARD C. MULLIGAN DR. THOMAS F. DEUEL DR. DAVID SIDRANSKY	Mgmt Mgmt Mgmt Mgmt	For For Withheld Withheld
02	APPROVAL OF THE ICAHN BYLAWS AMENDMENTS.	Mgmt	For
03	APPROVAL OF THE NORTH DAKOTA REINCORPORATION RESOLUTION.	Mgmt	Against
04	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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

05 APPROVAL OF THE BIOGEN BYLAW AMENDMENT. Mgmt For

-----  
 BOSTON SCIENTIFIC CORPORATION

Agen

-----  
 Security: 101137107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BSX  
 ISIN: US1011371077  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Mgmt	For
1B	ELECTION OF DIRECTOR: URSULA M. BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MARYE ANNE FOX	Mgmt	For
1D	ELECTION OF DIRECTOR: RAY J. GROVES	Mgmt	For
1E	ELECTION OF DIRECTOR: KRISTINA M. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: ERNEST MARIO	Mgmt	For
1G	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN E. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: UWE E. REINHARDT	Mgmt	For
1K	ELECTION OF DIRECTOR: WARREN B. RUDMAN	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES R. TOBIN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Mgmt	Against

-----  
 BRISTOL-MYERS SQUIBB COMPANY

Agen

-----  
 Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BMY  
 -----

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

ISIN: US1101221083

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For
1D	ELECTION OF DIRECTOR: L.J. FREEH	Mgmt	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Mgmt	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	Against
04	SIMPLE MAJORITY VOTE.	Shr	For
05	SPECIAL SHAREOWNER MEETINGS.	Shr	For
06	EXECUTIVE COMPENSATION ADVISORY VOTE.	Shr	For

BROADCOM CORPORATION

Agen

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: BRCM  
 ISIN: US1113201073

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GEORGE L. FARINSKY	Mgmt	For
	NANCY H. HANDEL	Mgmt	For
	EDDY W. HARTENSTEIN	Mgmt	For
	JOHN E. MAJOR	Mgmt	For
	SCOTT A. MCGREGOR	Mgmt	For
	WILLIAM T. MORROW	Mgmt	For



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

	ROBERT E. SWITZ	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

-----  
 CELGENE CORPORATION

Agen

-----  
 Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2009  
 Ticker: CELG  
 ISIN: US1510201049  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SOL J. BARER, PH.D. ROBERT J. HUGIN MICHAEL D. CASEY RODMAN L. DRAKE A.H. HAYES, JR., M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. WALTER L. ROBB, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING THE VOTING STANDARD FOR DIRECTOR ELECTIONS.	Shr	Against

-----  
 CHEVRON CORPORATION

Agen

-----  
 Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: CVX  
 ISIN: US1667641005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Mgmt	For

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

1B	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1D	ELECTION OF DIRECTOR: R.J. EATON	Mgmt	For
1E	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1F	ELECTION OF DIRECTOR: F.G. JENIFER	Mgmt	For
1G	ELECTION OF DIRECTOR: S. NUNN	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. O'REILLY	Mgmt	For
1I	ELECTION OF DIRECTOR: D.B. RICE	Mgmt	For
1J	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1K	ELECTION OF DIRECTOR: C.R. SHOEMATE	Mgmt	For
1L	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1M	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1N	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN	Mgmt	For
04	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION	Mgmt	For
05	SPECIAL STOCKHOLDER MEETINGS	Shr	For
06	ADVISORY VOTE ON SUMMARY COMPENSATION TABLE	Shr	For
07	GREENHOUSE GAS EMISSIONS	Shr	Against
08	COUNTRY SELECTION GUIDELINES	Shr	Against
09	HUMAN RIGHTS POLICY	Shr	Against
10	HOST COUNTRY LAWS	Shr	Against

---

CLEVELAND-CLIFFS INC

Agen

Security: 185896107  
 Meeting Type: Consent  
 Meeting Date: 03-Oct-2008  
 Ticker: CLF  
 ISIN: US1858961071

---

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	<p>"BY VOTING THIS AGENDA YOU ARE HEREBY CERTIFYING THAT YOUR SHARES ARE "NOT INTERESTED SHARES," AS DEFINED IN THE PROXY STATEMENT. IF YOU HOLD "INTERESTED SHARES," YOU MUST CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IN ORDER TO VOTE YOUR SHARES PROPERLY. PLEASE REFER TO THE PROXY MATERIAL TO DETERMINE IF YOU HOLD "INTERESTED SHARES" VERSUS "NOT INTERESTED SHARES." CONTROL SHARE ACQUISITION PROPOSAL: A RESOLUTION OF CLEVELAND- CLIFFS' SHAREHOLDERS AUTHORIZING THE CONTROL SHARE ACQUISITION OF CLEVELAND-CLIFFS COMMON SHARES PURSUANT TO THE ACQUIRING PERSON STATEMENT OF HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. DATED AUGUST 14, 2008.</p>	Mgmt	Against

-----  
 COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: CL  
 ISIN: US1941621039  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1B	ELECTION OF DIRECTOR: JILL K. CONWAY	Mgmt	For
1C	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: DAVID W. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1G	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1H	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1I	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF THE COLGATE-PALMOLIVE COMPANY 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION	Shr	For

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

ADVISORY VOTE.

-----  
COMCAST CORPORATION

Agen

Security: 20030N101  
Meeting Type: Annual  
Meeting Date: 13-May-2009  
Ticker: CMCSA  
ISIN: US20030N1019  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR S. DECKER ANSTROM KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JULIAN A. BRODSKY JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN BRIAN L. ROBERTS RALPH J. ROBERTS DR. JUDITH RODIN MICHAEL I. SOVERN	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 INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED	Mgmt	For
04	APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
06	IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000	Shr	Against
07	OBTAIN SHAREHOLDER APPROVAL OF CERTAIN FUTURE DEATH BENEFIT ARRANGEMENTS	Shr	For
08	ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION	Shr	For
09	ADOPT A RECAPITALIZATION PLAN	Shr	For

-----  
CONOCOPHILLIPS

Agen

Security: 20825C104  
Meeting Type: Annual

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

Meeting Date: 13-May-2009  
 Ticker: COP  
 ISIN: US20825C1045

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1J	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	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 2009.	Mgmt	For
03	PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	UNIVERSAL HEALTH CARE PRINCIPLES.	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	POLITICAL CONTRIBUTIONS.	Shr	Against
07	GREENHOUSE GAS REDUCTION.	Shr	Against
08	OIL SANDS DRILLING.	Shr	Against
09	DIRECTOR QUALIFICATIONS.	Shr	Against

---

COVIDIEN LTD.

Agen

Security: G2552X108  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2009

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

Ticker: COV  
 ISIN: BMG2552X1083

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
1K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
02	APPROVE AMENDED AND RESTATED 2007 STOCK AND INCENTIVE PLAN	Mgmt	For
03	APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION OF THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION	Mgmt	For

COVIDIEN LTD.

Agen

Security: G2552X108  
 Meeting Type: Special  
 Meeting Date: 28-May-2009  
 Ticker: COV  
 ISIN: BMG2552X1083

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.	Mgmt	For
02	IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH SCHEME OF ARRANGEMENT AND REORGANIZATION, APPROVAL OF CREATION OF DISTRIBUTABLE RESERVES OF COVIDIEN PLC (THROUGH REDUCTION OF SHARE PREMIUM ACCOUNT OF COVIDIEN PLC) THAT WAS PREVIOUSLY APPROVED BY COVIDIEN LTD. AND	Mgmt	For

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

OTHER CURRENT SHAREHOLDERS OF COVIDIEN PLC  
(AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT) .

03	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE MEETING.	Mgmt	For
----	--	------	-----

-----  
CVS CAREMARK CORPORATION

Agen

Security: 126650100  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: CVS  
ISIN: US1266501006

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN G. WILLIAMS	Mgmt	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against

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

06 STOCKHOLDER PROPOSAL REGARDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION. Shr For

D.R. HORTON, INC.

Agen

Security: 23331A109  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2009  
 Ticker: DHI  
 ISIN: US23331A1097

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DONALD R. HORTON BRADLEY S. ANDERSON MICHAEL R. BUCHANAN MICHAEL W. HEWATT BOB G. SCOTT DONALD J. TOMNITZ BILL W. WHEAT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING AMENDING OUR EQUAL EMPLOYMENT OPPORTUNITY POLICY.	Shr	Against
03	TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS.	Shr	Against
04	TO CONDUCT OTHER BUSINESS PROPERLY BROUGHT BEFORE THE MEETING.	Mgmt	Against

DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MORTIMER M. CAPLIN	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1C	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	Against
1D	ELECTION OF DIRECTOR: LINDA P. HEFNER	Mgmt	For



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

02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER.	Shr	For
05	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT.	Shr	For
06	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS ISSUE A REPORT IDENTIFYING POLICY OPTIONS FOR ELIMINATING EXPOSURE OF THE ENVIRONMENT AND DENTAL CONSUMERS TO MERCURY FROM DENTAL AMALGAMS SOLD BY DANAHER.	Shr	Against

-----  
 DIAMOND OFFSHORE DRILLING, INC.

Agen

-----  
 Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: DO  
 ISIN: US25271C1027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES S. TISCH LAWRENCE R. DICKERSON JOHN R. BOLTON CHARLES L. FABRIKANT PAUL G. GAFFNEY II EDWARD GREBOW HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld For For For For Withheld Withheld For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2009.	Mgmt	For

-----

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

EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: EIX  
 ISIN: US2810201077

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR VANESSA C.L. CHANG FRANCE A. CORDOVA THEODORE F. CRAVER, JR. CHARLES B. CURTIS BRADFORD M. FREEMAN LUIS G. NOGALES RONALD L. OLSON JAMES M. ROSSER R.T. SCHLOSBERG III THOMAS C. SUTTON BRETT WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER SAY ON EXECUTIVE PAY.	Shr	For

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: EMR  
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR A.A. BUSCH III* A.F. GOLDEN* H. GREEN* W.R. JOHNSON* J.B. MENZER* V.R. LOUCKS, JR.**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For Withheld
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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

-----  
 EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: XOM  
 ISIN: US30231G1022  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN L.R. FAULKNER K.C. FRAZIER W.W. GEORGE R.C. KING 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	For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 50)	Mgmt	For
03	CUMULATIVE VOTING (PAGE 51)	Shr	Against
04	SPECIAL SHAREHOLDER MEETINGS (PAGE 53)	Shr	For
05	INCORPORATE IN NORTH DAKOTA (PAGE 54)	Shr	Against
06	BOARD CHAIRMAN AND CEO (PAGE 55)	Shr	For
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Shr	For
08	EXECUTIVE COMPENSATION REPORT (PAGE 59)	Shr	Against
09	CORPORATE SPONSORSHIPS REPORT (PAGE 60)	Shr	Against
10	AMENDMENT OF EEO POLICY (PAGE 62)	Shr	Against
11	GREENHOUSE GAS EMISSIONS GOALS (PAGE 63)	Shr	Against
12	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 65)	Shr	Against
13	RENEWABLE ENERGY POLICY (PAGE 66)	Shr	Against

-----  
 FIRSTENERGY CORP.

Agen

Security: 337932107  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009

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

Ticker: FE  
 ISIN: US3379321074

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PAUL T. ADDISON ANTHONY J. ALEXANDER MICHAEL J. ANDERSON DR. CAROL A. CARTWRIGHT WILLIAM T. COTTLE ROBERT B. HEISLER, JR. ERNEST J. NOVAK, JR. CATHERINE A. REIN GEORGE M. SMART WES M. TAYLOR JESSE T. WILLIAMS, SR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE	Shr	For
04	SHAREHOLDER PROPOSAL: REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING	Shr	For
05	SHAREHOLDER PROPOSAL: ESTABLISH SHAREHOLDER PROPONENT ENGAGEMENT PROCESS	Shr	For
06	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS	Shr	Against

FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: FMS  
 ISIN: US3580291066

Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2008	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

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

04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FINANCIAL YEAR 2009	Mgmt	For

-----

GENERAL DYNAMICS CORPORATION

-----

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GD  
 ISIN: US3695501086

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: N.D. CHABRAJA	Mgmt	For
1B	ELECTION OF DIRECTOR: J.S. CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: W.P. FRICKS	Mgmt	For
1D	ELECTION OF DIRECTOR: J.L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: G.A. JOULWAN	Mgmt	For
1F	ELECTION OF DIRECTOR: P.G. KAMINSKI	Mgmt	For
1G	ELECTION OF DIRECTOR: J.M. KEANE	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LUCAS	Mgmt	For
1I	ELECTION OF DIRECTOR: L.L. LYLES	Mgmt	For
1J	ELECTION OF DIRECTOR: J.C. REYES	Mgmt	For
1K	ELECTION OF DIRECTOR: R. WALMSLEY	Mgmt	For
02	APPROVAL OF GENERAL DYNAMICS 2009 EQUITY COMPENSATION PLAN	Mgmt	For
03	APPROVAL OF 2009 GENERAL DYNAMICS UNITED KINGDOM SHARE SAVE PLAN	Mgmt	For
04	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE	Shr	Against
06	SHAREHOLDER PROPOSAL WITH REGARD TO EXECUTIVE DEATH BENEFIT PAYMENTS	Shr	For

-----

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

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: GE  
 ISIN: US3696041033

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A2	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	Against
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	Against
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B	RATIFICATION OF KPMG	Mgmt	For
C1	CUMULATIVE VOTING	Shr	Against
C2	EXECUTIVE COMPENSATION ADVISORY VOTE	Shr	For
C3	INDEPENDENT STUDY REGARDING BREAKING UP GE	Shr	Against
C4	DIVIDEND POLICY	Shr	For
C5	SHAREHOLDER VOTE ON GOLDEN PARACHUTES	Shr	For

GENZYME CORPORATION

Agen

Security: 372917104  
 Meeting Type: Annual

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

Meeting Date: 21-May-2009  
 Ticker: GENZ  
 ISIN: US3729171047

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME	Mgmt	For
1B	RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX	Mgmt	For
1C	RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER	Mgmt	For
1D	RE-ELECTION OF DIRECTOR: CHARLES L. COONEY	Mgmt	For
1E	RE-ELECTION OF DIRECTOR: VICTOR J. DZAU	Mgmt	For
1F	RE-ELECTION OF DIRECTOR: SENATOR CONNIE MACK III	Mgmt	For
1G	RE-ELECTION OF DIRECTOR: RICHARD F. SYRON	Mgmt	For
1H	RE-ELECTION OF DIRECTOR: HENRI A. TERMEER	Mgmt	For
02	A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN BY 2,500,000 SHARES.	Mgmt	For
03	A PROPOSAL TO APPROVE THE 2009 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

## GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GILD  
 ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	PAUL BERG	Mgmt	For
	JOHN F. COGAN	Mgmt	For
	ETIENNE F. DAVIGNON	Mgmt	For
	JAMES M. DENNY	Mgmt	For
	CARLA A. HILLS	Mgmt	For
	JOHN W. MADIGAN	Mgmt	For
	JOHN C. MARTIN	Mgmt	For
	GORDON E. MOORE	Mgmt	For
	NICHOLAS G. MOORE	Mgmt	For

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

	RICHARD J. WHITLEY	Mgmt	For
	GAYLE E. WILSON	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	For

-----  
GOLDCORP INC.

-----  
Agen

Security: 380956409  
Meeting Type: Annual  
Meeting Date: 22-May-2009  
Ticker: GG  
ISIN: CA3809564097  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For

-----  
GOOGLE INC.

-----  
Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 07-May-2009  
Ticker: GOOG  
ISIN: US38259P5089  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		



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

	ERIC SCHMIDT	Mgmt	Withheld
	SERGEY BRIN	Mgmt	Withheld
	LARRY PAGE	Mgmt	Withheld
	L. JOHN DOERR	Mgmt	Withheld
	JOHN L. HENNESSY	Mgmt	Withheld
	ARTHUR D. LEVINSON	Mgmt	Withheld
	ANN MATHER	Mgmt	Withheld
	PAUL S. OTELLINI	Mgmt	Withheld
	K. RAM SHRIRAM	Mgmt	Withheld
	SHIRLEY M. TILGHMAN	Mgmt	Withheld
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	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 8,500,000.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM.	Shr	Against

---

HESS CORPORATION

Agen

---

Security: 42809H107  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: HES  
ISIN: US42809H1077

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR J.B. HESS S.W. BODMAN R. LAVIZZO-MOUREY C.G. MATTHEWS E.H. VON METZSCH	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

---

HEWLETT-PACKARD COMPANY

Agen

---

Security: 428236103

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

Meeting Type: Annual  
 Meeting Date: 18-Mar-2009  
 Ticker: HPQ  
 ISIN: US4282361033

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. T. BABBIO, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: S. M. BALDAUF	Mgmt	For
1C	ELECTION OF DIRECTOR: R. L. GUPTA	Mgmt	For
1D	ELECTION OF DIRECTOR: J. H. HAMMERGREN	Mgmt	For
1E	ELECTION OF DIRECTOR: M. V. HURD	Mgmt	For
1F	ELECTION OF DIRECTOR: J. Z. HYATT	Mgmt	For
1G	ELECTION OF DIRECTOR: J. R. JOYCE	Mgmt	For
1H	ELECTION OF DIRECTOR: R. L. RYAN	Mgmt	For
1I	ELECTION OF DIRECTOR: L. S. SALHANY	Mgmt	For
1J	ELECTION OF DIRECTOR: G. K. THOMPSON	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2009.	Mgmt	For

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: ITW  
 ISIN: US4523081093

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER	Mgmt	For
1B	ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD	Mgmt	For
1C	ELECTION OF DIRECTOR: SUSAN CROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: DON H. DAVIS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK	Mgmt	For
1F	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For

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

1H	ELECTION OF DIRECTOR: HAROLD B. SMITH	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
1J	ELECTION OF DIRECTOR: PAMELA B. STROBEL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, URGING THE BOARD OF DIRECTORS TO SEEK STOCKHOLDER APPROVAL OF ANY FUTURE EXTRAORDINARY RETIREMENT BENEFITS FOR SENIOR EXECUTIVES.	Shr	For

-----  
INTERNATIONAL BUSINESS MACHINES CORP.  
-----

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: IBM  
ISIN: US4592001014  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: C. BLACK	Mgmt	For
1C	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1D	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1E	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1F	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: T.NISHIMURO	Mgmt	For
1H	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1I	ELECTION OF DIRECTOR: S.J. PALMISANO	Mgmt	For
1J	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
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	Mgmt	For
03	APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE	Mgmt	For

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

04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION AND PENSION INCOME	Shr	For
06	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 INVESCO LTD

Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: IVZ  
 ISIN: BMG491BT1088  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARTIN L. FLANAGAN	Mgmt	For
1B	ELECTION OF DIRECTOR: BEN F. JOHNSON, III	Mgmt	For
1C	ELECTION OF DIRECTOR: J. THOMAS PRESBY, CPA	Mgmt	For
2	TO APPOINT ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009	Mgmt	For

-----  
 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: JNJ  
 ISIN: US4781601046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ARNOLD G. LANGBO	Mgmt	For
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For

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

1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE	Shr	For

-----  
JOHNSON CONTROLS, INC.

-----  
Agen

Security: 478366107  
Meeting Type: Annual  
Meeting Date: 21-Jan-2009  
Ticker: JCI  
ISIN: US4783661071  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DENNIS W. ARCHER RICHARD GOODMAN SOUTHWOOD J. MORCOTT	Mgmt Mgmt Mgmt	Withheld For For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
03	PROPOSAL REGARDING SURVIVOR BENEFITS.	Shr	For

-----  
JPMORGAN CHASE & CO.

-----  
Agen

Security: 46625H100  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
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

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

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	For
04	GOVERNMENTAL SERVICE REPORT	Shr	Against
05	CUMULATIVE VOTING	Shr	Against
06	SPECIAL SHAREOWNER MEETINGS	Shr	For
07	CREDIT CARD LENDING PRACTICES	Shr	Against
08	CHANGES TO KEPP	Shr	For
09	SHARE RETENTION	Shr	For
10	CARBON PRINCIPLES REPORT	Shr	Against

-----

KB HOME

Agen

-----

Security: 48666K109  
Meeting Type: Annual  
Meeting Date: 02-Apr-2009  
Ticker: KBH  
ISIN: US48666K1097

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B	ELECTION OF DIRECTOR: TIMOTHY W. FINCHEM	Mgmt	For
1C	ELECTION OF DIRECTOR: KENNETH M. JASTROW, II	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: MELISSA LORA	Mgmt	For

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

1F	ELECTION OF DIRECTOR: MICHAEL G. MCCAFFERY	Mgmt	For
1G	ELECTION OF DIRECTOR: JEFFREY T. MEZGER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS KB HOME'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	PROPOSAL TO ADOPT THE PROTECTIVE AMENDMENT TO KB HOME'S RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
04	PROPOSAL TO APPROVE THE SUCCESSOR RIGHTS PLAN	Mgmt	For
05	TO APPROVE THE ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS	Mgmt	For
06	STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION	Shr	For
07	STOCKHOLDER PROPOSAL RELATING TO AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Shr	For
08	STOCKHOLDER PROPOSAL RELATING TO HEALTH CARE REFORM PRINCIPLES	Shr	Against

-----  
LENNAR CORPORATION

-----  
Agen

Security: 526057104  
Meeting Type: Annual  
Meeting Date: 15-Apr-2009  
Ticker: LEN  
ISIN: US5260571048  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR IRVING BOLOTIN STEVEN L. GERARD SHERRILL W. HUDSON R. KIRK LANDON SIDNEY LAPIDUS STUART A. MILLER DONNA E. SHALALA JEFFREY SONNENFELD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	PROPOSAL TO APPROVE AMENDMENTS TO THE COMPANY'S 2007 EQUITY INCENTIVE PLAN.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING THE COMPANY'S BUILDING PRACTICES.	Shr	Against

---

 LOCKHEED MARTIN CORPORATION
 

---

Agen

Security: 539830109  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: LMT  
 ISIN: US5398301094

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. BURRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES O. ELLIS JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES M. LOY	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: JOSEPH W. RALSTON	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANK SAVAGE	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES M. SCHNEIDER	Mgmt	For
1K	ELECTION OF DIRECTOR: ANNE STEVENS	Mgmt	For
1L	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES R. UKROPINA	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	MANAGEMENT PROPOSAL - TO AMEND THE CHARTER TO DELETE THE 80% SUPERMAJORITY VOTE REQUIRED TO AMEND ARTICLE XIII	Mgmt	For
04	STOCKHOLDER PROPOSAL - REPORT ON SPACE-BASED WEAPONS PROGRAM	Shr	Against
05	STOCKHOLDER PROPOSAL - POLICY ON PAYMENTS TO EXECUTIVES AFTER DEATH	Shr	Against
06	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

---

 MASTERCARD INCORPORATED
 

---

Agen



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

Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2009  
 Ticker: MA  
 ISIN: US57636Q1040

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD HAYTHORNTHWAITE DAVID R. CARLUCCI ROBERT W. SELANDER	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF AMENDMENT OF SECTIONS 6.1(A) AND 6.4(B) OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2009	Mgmt	For

MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: MCD  
 ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Mgmt	For
1B	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Mgmt	For
1D	ELECTION OF DIRECTOR: ANDREW J. MCKENNA	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
03	APPROVAL OF PERFORMANCE GOALS FOR CERTAIN QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE MCDONALD'S CORPORATION AMENDED AND RESTATED 2001 OMNIBUS STOCK OWNERSHIP PLAN.	Mgmt	For
04	APPROVAL OF MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN.	Mgmt	For
05	SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For

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

06 SHAREHOLDER PROPOSAL RELATING TO THE USE OF Shr Against  
CAGE-FREE EGGS.

MEDTRONIC, INC.

Agen

Security: 585055106  
Meeting Type: Annual  
Meeting Date: 21-Aug-2008  
Ticker: MDT  
ISIN: US5850551061

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR VICTOR J. DZAU, M.D. WILLIAM A. HAWKINS SHIRLEY A. JACKSON, PHD DENISE M. O'LEARY JEAN-PIERRE ROSSO JACK W. SCHULER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO APPROVE THE MEDTRONIC, INC. 2008 STOCK AWARD AND INCENTIVE PLAN.	Mgmt	For

MERCK & CO., INC.

Agen

Security: 589331107  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: MRK  
ISIN: US5893311077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS R. CECH, PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For

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

1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Mgmt	For
1I	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1J	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Mgmt	For
1L	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1M	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Mgmt	For
1N	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1O	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For
03	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE SIZE OF THE BOARD TO NO MORE THAN 18 DIRECTORS	Mgmt	For
04	STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shr	For
05	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT LEAD DIRECTOR	Shr	Against
06	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
METLIFE, INC.

-----  
Agen

Security: 59156R108  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: MET  
ISIN: US59156R1086  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. ROBERT HENRIKSON JOHN M. KEANE CATHERINE R. KINNEY HUGH B. PRICE KENTON J. SICCHITANO	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	REAPPROVAL OF THE METLIFE, INC. 2005 STOCK AND INCENTIVE COMPENSATION PLAN	Mgmt	For

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

03 RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2009 Mgmt For

-----  
 MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2008  
 Ticker: MSFT  
 ISIN: US5949181045  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
02	ELECTION OF DIRECTOR: JAMES I. CASH JR.	Mgmt	For
03	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
04	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
05	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
06	ELECTION OF DIRECTOR: REED HASTINGS	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	APPROVAL OF MATERIAL TERMS OF PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN.	Mgmt	For
11	APPROVAL OF AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
13	SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.	Shr	Against
14	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
15	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS.	Shr	Against

-----  
 MONSANTO COMPANY

Agen

Security: 61166W101  
 Meeting Type: Annual

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

Meeting Date: 14-Jan-2009  
 Ticker: MON  
 ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JANICE L. FIELDS	Mgmt	No vote
1B	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	No vote
1C	ELECTION OF DIRECTOR: C. STEVEN MCMILLAN	Mgmt	No vote
1D	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	No vote
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	No vote

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

NESTLE S.A.

Agen

Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: NSRGY  
 ISIN: US6410694060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	APPROVAL OF THE 2008 ANNUAL REPORT, FINANCIAL STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FINANCIAL STATEMENTS OF THE NESTLE GROUP.*	Mgmt	For
1B	ACCEPTANCE OF THE 2008 COMPENSATION REPORT (NON-BINDING ADVISORY VOTE).	Mgmt	For
02	RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.	Mgmt	For
03	APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2008.	Mgmt	For
4A1	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. DANIEL BOREL	Mgmt	For
4A2	RE-ELECTION TO THE BOARD OF DIRECTORS: MS. CAROLINA MULLER-MOHL	Mgmt	For
4B	ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).	Mgmt	For

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

05	CAPITAL REDUCTION (BY CANCELLATION OF SHARES).	Mgmt	For
06	MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN	Mgmt	Against

-----  
 NORTHERN TRUST CORPORATION

Agen

-----  
 Security: 665859104  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: NTRS  
 ISIN: US6658591044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LINDA WALKER BYNOE NICHOLAS D. CHABRAJA SUSAN CROWN DIPAK C. JAIN ARTHUR L. KELLY ROBERT C. MCCORMACK EDWARD J. MOONEY WILLIAM A. OSBORN JOHN W. ROWE HAROLD B. SMITH WILLIAM D. SMITHBURG ENRIQUE J. SOSA CHARLES A. TRIBBETT III FREDERICK H. WADDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	ADOPTION OF THE PROPOSAL RELATING TO AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 NOVARTIS AG

Agen

-----  
 Security: 66987V109  
 Meeting Type: Annual  
 Meeting Date: 24-Feb-2009  
 Ticker: NVS  
 ISIN: US66987V1098  
 -----

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

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

01	APPROVAL OF THE ANNUAL REPORT, FINANCIAL STATEMENTS AND GROUP CONSOLIDATED FINANCIAL STATEMENTS FOR THE BUSINESS YEAR 2008	Mgmt	For
02	DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE	Mgmt	For
03	APPROPRIATION OF AVAILABLE EARNINGS OF NOVARTIS AG AS PER BALANCE SHEET AND DECLARATION OF DIVIDEND	Mgmt	For
04	REDUCTION OF SHARE CAPITAL	Mgmt	For
5A	AMENDMENTS TO THE ARTICLES OF INCORPORATION - INTRODUCTION OF A CONSULTATIVE VOTE ON THE REMUNERATION REPORT	Shr	For
5B	AMENDMENTS TO THE ARTICLES OF INCORPORATION - PURPOSE	Mgmt	For
5C	AMENDMENTS TO THE ARTICLES OF INCORPORATION - AUDITORS	Mgmt	For
6BA	RE-ELECTION OF PROF. SRIKANT M. DATAR PH.D. FOR A THREE-YEAR TERM	Mgmt	For
6BB	RE-ELECTION OF ANDREAS VON PLANTA PH.D. FOR A THREE-YEAR TERM	Mgmt	For
6BC	RE-ELECTION OF DR.-ING. WENDELIN WIEDEKING FOR A THREE-YEAR TERM	Mgmt	For
6BD	RE-ELECTION OF PROF. ROLF M. ZINKERNAGEL M.D. FOR A THREE-YEAR TERM	Mgmt	For
6C	ELECTION OF PROF. WILLIAM BRODY, M.D., PH.D. FOR A THREE-YEAR TERM	Mgmt	For
07	APPOINTMENT OF THE AUDITOR	Mgmt	For
08	ADDITIONAL AND/OR COUNTER-PROPOSALS PRESENTED AT THE MEETING	Mgmt	Abstain

-----  
 NUCOR CORPORATION

Agen

-----  
 Security: 670346105  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: NUE  
 ISIN: US6703461052  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CLAYTON C. DALEY, JR. HARVEY B. GANTT	Mgmt Mgmt	For For

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

	BERNARD L. KASRIEL	Mgmt	For
	CHRISTOPHER J. KEARNEY	Mgmt	For
02	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NUCOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER 31, 2009	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF BOARD OF DIRECTORS	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING HUMAN RIGHTS	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING PRINCIPLES FOR HEALTH CARE REFORM	Shr	Against

-----  
NVR, INC.

Agen

Security: 62944T105  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: NVR  
ISIN: US62944T1051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM A. MORAN	Mgmt	For
1C	ELECTION OF DIRECTOR: ALFRED E. FESTA	Mgmt	For
1D	ELECTION OF DIRECTOR: W. GRADY ROSIER	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL TO IMPOSE A REQUIREMENT THAT OUR NAMED EXECUTIVE OFFICERS HOLD CERTAIN SHARES ACQUIRED BY THEM UNDER OUR COMPENSATION PLANS UNTIL TWO YEARS AFTER TERMINATION.	Shr	For

-----  
OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 01-May-2009  
Ticker: OXY  
ISIN: US6745991058



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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B	ELECTION OF DIRECTOR: RONALD W. BURKLE	Mgmt	Against
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	Against
1F	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against
1G	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1H	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	Against
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
04	REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.	Shr	Against

-----  
 ORACLE CORPORATION

-----  
 Agen

-----  
 Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 10-Oct-2008  
 Ticker: ORCL  
 ISIN: US68389X1054  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JEFFREY O. HENLEY	Mgmt	For
	LAWRENCE J. ELLISON	Mgmt	For
	DONALD L. LUCAS	Mgmt	For
	MICHAEL J. BOSKIN	Mgmt	For
	JACK F. KEMP	Mgmt	For
	JEFFREY S. BERG	Mgmt	Withheld
	SAFRA A. CATZ	Mgmt	For
	HECTOR GARCIA-MOLINA	Mgmt	Withheld
	H. RAYMOND BINGHAM	Mgmt	For

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

	CHARLES E. PHILLIPS, JR	Mgmt	For
	NAOMI O. SELIGMAN	Mgmt	Withheld
	GEORGE H. CONRADES	Mgmt	For
	BRUCE R. CHIZEN	Mgmt	For
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2009 EXECUTIVE BONUS PLAN.	Mgmt	For
03	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2009.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

-----  
 PFIZER INC.

Agen

-----  
 Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: PFE  
 ISIN: US7170811035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Mgmt	For
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1F	ELECTION OF DIRECTOR: 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: JEFFREY B. KINDLER	Mgmt	For
1J	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1K	ELECTION OF DIRECTOR: DANA G. MEAD	Mgmt	For
1L	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Mgmt	For

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

FIRM FOR 2009.

03	PROPOSAL TO APPROVE THE PFIZER INC. 2004 STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For

---

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 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: GRAHAM MACKAY	Mgmt	For
1F	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	Against
1G	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1H	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1I	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3	APPROVAL OF ELIGIBILITY, BUSINESS CRITERIA FOR AWARDS AND AWARD LIMITS UNDER THE PMI 2008 PERFORMANCE INCENTIVE PLAN.	Mgmt	For

---

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

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

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: PEG  
 ISIN: US7445731067

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALBERT R. GAMPER, JR. CONRAD K. HARPER SHIRLEY ANN JACKSON DAVID LILLEY THOMAS A. RENYI HAK CHEOL SHIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2009.	Mgmt	For

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 03-Mar-2009  
 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 MARC I. STERN BRENT SCOWCROFT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 27, 2009.	Mgmt	For

RAYTHEON COMPANY

Agen

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

-----  
 Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: RTN  
 ISIN: US7551115071  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: VERNON E. CLARK	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Mgmt	For
1C	ELECTION OF DIRECTOR: FREDERIC M. POSES	Mgmt	Against
1D	ELECTION OF DIRECTOR: MICHAEL C. RUETTIGERS	Mgmt	For
1E	ELECTION OF DIRECTOR: RONALD L. SKATES	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM R. SPIVEY	Mgmt	Against
1G	ELECTION OF DIRECTOR: LINDA G. STUNTZ	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF HEALTH CARE REFORM PRINCIPLES	Shr	Against
07	STOCKHOLDER PROPOSAL REGARDING SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS	Shr	For

-----  
 RESEARCH IN MOTION LIMITED  
 -----

Agen

Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 15-Jul-2008  
 Ticker: RIMM  
 ISIN: CA7609751028  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	THE ELECTION OF DIRECTORS REFERRED TO IN THE MANAGEMENT INFORMATION CIRCULAR OF THE COMPANY DATED MAY 28, 2008, NAMELY JAMES BALSILLIE,	Mgmt	For

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

MIKE LAZARIDIS, JAMES ESTILL, DAVID KERR, ROGER  
MARTIN, JOHN RICHARDSON, BARBARA STYMIEST AND  
JOHN WETMORE.

02	THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For
----	---	------	-----

-----  
SAFEWAY INC.

Agen

Security: 786514208  
Meeting Type: Annual  
Meeting Date: 13-May-2009  
Ticker: SWY  
ISIN: US7865142084

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN A. BURD	Mgmt	For
1B	ELECTION OF DIRECTOR: JANET E. GROVE	Mgmt	For
1C	ELECTION OF DIRECTOR: MOHAN GYANI	Mgmt	For
1D	ELECTION OF DIRECTOR: PAUL HAZEN	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Mgmt	For
1F	ELECTION OF DIRECTOR: ROBERT I. MACDONNELL	Mgmt	For
1G	ELECTION OF DIRECTOR: KENNETH W. ODER	Mgmt	For
1H	ELECTION OF DIRECTOR: REBECCA A. STIRN	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shr	Against
04	STOCKHOLDER PROPOSAL REQUESTING THAT HOLDERS OF 10% OF THE OUTSTANDING COMMON STOCK BE GIVEN THE POWER TO CALL SPECIAL STOCKHOLDER MEETINGS	Shr	For
05	STOCKHOLDER PROPOSAL REQUESTING LIMITATION ON FUTURE DEATH BENEFITS.	Shr	For

-----  
SCHERING-PLOUGH CORPORATION

Agen

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

Security: 806605101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2009  
 Ticker: SGP  
 ISIN: US8066051017

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR THOMAS J. COLLIGAN FRED HASSAN C. ROBERT KIDDER EUGENE R. MCGRATH ANTONIO M. PEREZ PATRICIA F. RUSSO JACK L. STAHL CRAIG B. THOMPSON, M.D. KATHRYN C. TURNER ROBERT F.W. VAN OORDT ARTHUR F. WEINBACH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFY THE DESIGNATION OF DELOITTE & TOUCHE LLP AS AUDITOR FOR 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL RE CUMULATIVE VOTING.	Shr	Against
04	SHAREHOLDER PROPOSAL RE CALLING SPECIAL MEETING.	Shr	For

SOUTHWESTERN ENERGY COMPANY

Agen

Security: 845467109  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: SWN  
 ISIN: US8454671095

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR LEWIS E. EPLEY, JR. ROBERT L. HOWARD HAROLD M. KORELL VELLO A. KUUSKRAA KENNETH R. MOURTON CHARLES E. SCHARLAU	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For Withheld Withheld For
2	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP ("PWC") TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.	Mgmt	For

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

-----  
 STAPLES, INC.

Agen

-----  
 Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2009  
 Ticker: SPLS  
 ISIN: US8550301027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	Against
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	Against
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	Against
1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	Against
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	Against
1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	Against
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	Against
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	Against
1I	ELECTION OF DIRECTOR: ELIZABETH A. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	Against
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	Against
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	Against
02	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 1998 EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 15,750,000 TO 22,750,000.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 1,275,000 TO 2,775,000.	Mgmt	For
04	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
05	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE REINCORPORATION OF STAPLES, INC. IN NORTH DAKOTA.	Shr	For

-----



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

STATE STREET CORPORATION

Agen

Security: 857477103  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: STT  
 ISIN: US8574771031

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR K. BURNES P. COYM P. DE SAINT-AIGNAN A. FAWCETT D. GRUBER L. HILL R. KAPLAN C. LAMANTIA R. LOGUE R. SERGEL R. SKATES G. SUMME R. WEISSMAN	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 AMENDMENTS TO STATE STREET'S ARTICLES OF ORGANIZATION AND BY-LAWS CHANGING THE SHAREHOLDER QUORUM AND VOTING REQUIREMENTS, INCLUDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS.	Mgmt	For
03	TO APPROVE THE AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE BY 17 MILLION THE NUMBER OF SHARES OF OUR COMMON STOCK THAT MAY BE DELIVERED IN SATISFACTION OF AWARDS UNDER THE PLAN.	Mgmt	For
04	TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.	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, 2009.	Mgmt	For
06	TO VOTE ON A SHAREHOLDER PROPOSAL.	Shr	Against

TAIWAN SEMICONDUCTOR MFG. CO. LTD.

Agen

Security: 874039100  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2009  
 Ticker: TSM  
 ISIN: US8740391003

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO ACCEPT 2008 BUSINESS REPORT AND FINANCIAL STATEMENTS	Mgmt	For
02	TO APPROVE THE PROPOSAL FOR DISTRIBUTION OF 2008 PROFITS	Mgmt	For
03	TO APPROVE THE CAPITALIZATION OF 2008 DIVIDENDS, 2008 EMPLOYEE PROFIT SHARING, AND CAPITAL SURPLUS	Mgmt	For
04	TO REVISE INTERNAL POLICIES AND RULES AS FOLLOWS: (A) PROCEDURES FOR LENDING FUNDS TO OTHER PARTIES (B) PROCEDURES FOR ENDORSEMENT AND GUARANTEE	Mgmt	For
05	DIRECTOR		
	MR. MORRIS CHANG	Mgmt	For
	MR. F.C. TSENG	Mgmt	For
	MR. RICK TSAI	Mgmt	For
	MR. TAIN-JY CHEN	Mgmt	For
	SIR P. LEAHY BONFIELD	Mgmt	For
	MR. STAN SHIH	Mgmt	For
	MS. CARLY FIORINA	Mgmt	For
	MR. THOMAS J ENGIBOUS	Mgmt	For

-----  
 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

-----  
 Security: 881624209  
 Meeting Type: Special  
 Meeting Date: 25-Sep-2008  
 Ticker: TEVA  
 ISIN: US8816242098  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPOINT MR. JOSEPH (YOSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR FOR A TERM OF THREE YEARS.	Mgmt	For

-----  
 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

-----  
 Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 22-Jun-2009  
 Ticker: TEVA  
 ISIN: US8816242098  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION	Mgmt	For

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

THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2008, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 1.95 (APPROXIMATELY US\$0.525, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.

2A	ELECTION OF DIRECTOR: DR. PHILLIP FROST	Mgmt	For
2B	ELECTION OF DIRECTOR: ROGER ABRAVANEL	Mgmt	For
2C	ELECTION OF DIRECTOR: PROF. ELON KOHLBERG	Mgmt	For
2D	ELECTION OF DIRECTOR: PROF. YITZHAK PETERBURG	Mgmt	For
2E	ELECTION OF DIRECTOR: EREZ VIGODMAN	Mgmt	For
03	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2010 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE.	Mgmt	For

-----  
 THE CHUBB CORPORATION

Agent

-----  
 Security: 171232101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: CB  
 ISIN: US1712321017  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ZOE BAIRD	Mgmt	For
1B	ELECTION OF DIRECTOR: SHEILA P. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: JOEL J. COHEN	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN D. FINNEGAN	Mgmt	For
1F	ELECTION OF DIRECTOR: KLAUS J. MANGOLD	Mgmt	For
1G	ELECTION OF DIRECTOR: MARTIN G. MCGUINN	Mgmt	For
1H	ELECTION OF DIRECTOR: LAWRENCE M. SMALL	Mgmt	For
1I	ELECTION OF DIRECTOR: JESS SODERBERG	Mgmt	For
1J	ELECTION OF DIRECTOR: DANIEL E. SOMERS	Mgmt	For
1K	ELECTION OF DIRECTOR: KAREN HASTIE WILLIAMS	Mgmt	For

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

1L	ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN	Mgmt	For
1M	ELECTION OF DIRECTOR: ALFRED W. ZOLLAR	Mgmt	For
02	TO APPROVE THE ADOPTION OF THE CHUBB CORPORATION LONG-TERM INCENTIVE PLAN (2009).	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR.	Mgmt	For

---

THE COCA-COLA COMPANY

Agen

Security: 191216100  
Meeting Type: Annual  
Meeting Date: 22-Apr-2009  
Ticker: KO  
ISIN: US1912161007

---

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

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

BOARD CHAIR

18	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against
19	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shr	Against

-----  
 THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 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: RAJAT K. GUPTA	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1I	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1J	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	Against
1K	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1L	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2009 FISCAL YEAR	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE	Shr	For
06	SHAREHOLDER PROPOSAL TO AMEND BY-LAWS TO PROVIDE FOR A BOARD COMMITTEE ON U.S. ECONOMIC SECURITY	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against

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

-----  
 THE HOME DEPOT, INC.  
 -----

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: HD  
 ISIN: US4370761029  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID H. BATCHELDER	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1D	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1E	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING JANUARY 31, 2010.	Mgmt	For
03	TO AMEND THE SIXTH ARTICLE OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF AT LEAST 25% OF SHARES OF THE COMPANY'S OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Mgmt	Against
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION.	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING ENERGY USAGE.	Shr	Against

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

-----  
 THE KROGER CO.

Agen

-----  
 Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2009  
 Ticker: KR  
 ISIN: US5010441013  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT D. BEYER	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. DILLON	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN J. KROPF	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. LAMACCHIA	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID B. LEWIS	Mgmt	For
1G	ELECTION OF DIRECTOR: DON W. MCGEORGE	Mgmt	For
1H	ELECTION OF DIRECTOR: W. RODNEY MCMULLEN	Mgmt	For
1I	ELECTION OF DIRECTOR: JORGE P. MONTOYA	Mgmt	For
1J	ELECTION OF DIRECTOR: CLYDE R. MOORE	Mgmt	For
1K	ELECTION OF DIRECTOR: SUSAN M. PHILLIPS	Mgmt	For
1L	ELECTION OF DIRECTOR: STEVEN R. ROGEL	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. RUNDE	Mgmt	For
1N	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1O	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
2	APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.	Mgmt	For
3	APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AN INCREASE OF THE PERCENTAGE OF EGGS STOCKED FROM HENS NOT CONFINED IN BATTERY CAGES.	Shr	Against
4	APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AMENDMENT OF KROGER'S ARTICLES TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE.	Shr	Against

-----  
 THE PROCTER & GAMBLE COMPANY

Agen

-----  
 Security: 742718109  
 -----

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

Meeting Type: Annual  
 Meeting Date: 14-Oct-2008  
 Ticker: PG  
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR KENNETH I. CHENAULT SCOTT D. COOK RAJAT K. GUPTA A.G. LAFLEY CHARLES R. LEE LYNN M. MARTIN W. JAMES MCNERNEY, JR. JOHNATHAN A. RODGERS RALPH SNYDERMAN, M.D. MARGARET C. WHITMAN PATRICIA A. WOERTZ ERNESTO ZEDILLO	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	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMEND COMPANY'S AMENDED ARTICLES OF INCORPORATION TO ADOPT MAJORITY VOTING	Mgmt	Against
04	SHAREHOLDER PROPOSAL #1 - ROTATE SITE OF ANNUAL MEETING	Shr	Against
05	SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

THE RYLAND GROUP, INC.

Agen

Security: 783764103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: RYL  
 ISIN: US7837641031

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R. CHAD DREIER LESLIE M. FRECON ROLAND A. HERNANDEZ WILLIAM L. JEWS NED MANSOUR ROBERT E. MELLOR NORMAN J. METCALFE CHARLOTTE ST. MARTIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	APPROVAL OF AN AMENDMENT TO THE RYLAND GROUP,	Mgmt	For



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

INC. ARTICLES OF INCORPORATION.

03	APPROVAL OF THE RYLAND GROUP, INC. SHAREHOLDER RIGHTS PLAN.	Mgmt	For
04	CONSIDERATION OF A PROPOSAL FROM THE NATHAN CUMMINGS FOUNDATION (A STOCKHOLDER).	Shr	Against
05	CONSIDERATION OF A PROPOSAL FROM CERTAIN RETIREMENT SYSTEMS AND PENSION FUNDS OF THE EMPLOYEES OF THE CITY OF NEW YORK (STOCKHOLDERS).	Shr	For
06	CONSIDERATION OF A PROPOSAL FROM AMALGAMATED BANK LONGVIEW MIDCAP 400 INDEX FUND (A STOCKHOLDER).	Shr	For
07	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS RYLAND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

---

THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 Ticker: TJX  
 ISIN: US8725401090

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOSE B. ALVAREZ ALAN M. BENNETT DAVID A. BRANDON BERNARD CAMMARATA DAVID T. CHING MICHAEL F. HINES AMY B. LANE CAROL MEYROWITZ JOHN F. O'BRIEN ROBERT F. SHAPIRO WILLOW B. SHIRE FLETCHER H. WILEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld For For For For For For For For For
02	APPROVAL OF AMENDMENTS TO AND PERFORMANCE TERMS OF THE STOCK INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.	Mgmt	For

---

THE TRAVELERS COMPANIES, INC.

Agen

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

Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: TRV  
 ISIN: US89417E1091

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALAN L. BELLER	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. DASBURG	Mgmt	For
1C	ELECTION OF DIRECTOR: JANET M. DOLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAY S. FISHMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: LAWRENCE G. GRAEV	Mgmt	For
1G	ELECTION OF DIRECTOR: PATRICIA L. HIGGINS	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS R. HODGSON	Mgmt	For
1I	ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT I. LIPP	Mgmt	For
1K	ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For
1L	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER TRAVELERS' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.	Shr	Against

THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: TMO  
 ISIN: US8835561023

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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

	JUDY C. LEWENT	Mgmt	For
	PETER J. MANNING	Mgmt	For
	JIM P. MANZI	Mgmt	For
	ELAINE S. ULLIAN	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

-----  
 TIME WARNER CABLE INC

Agen

-----  
 Security: 88732J207  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: TWC  
 ISIN: US88732J2078  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROLE BLACK	Mgmt	For
1B	ELECTION OF DIRECTOR: GLENN A. BRITT	Mgmt	For
1C	ELECTION OF DIRECTOR: THOMAS H. CASTRO	Mgmt	For
1D	ELECTION OF DIRECTOR: DAVID C. CHANG	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: PETER R. HAJE	Mgmt	For
1G	ELECTION OF DIRECTOR: DONNA A. JAMES	Mgmt	For
1H	ELECTION OF DIRECTOR: DON LOGAN	Mgmt	For
1I	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: WAYNE H. PACE	Mgmt	For
1K	ELECTION OF DIRECTOR: EDWARD D. SHIRLEY	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
2	RATIFICATION OF AUDITORS	Mgmt	For

-----  
 TIME WARNER INC.

Agen

-----  
 Security: 887317105  
 Meeting Type: Special  
 Meeting Date: 16-Jan-2009  
 Ticker: TWX  
 ISIN: US8873171057  
 -----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	COMPANY PROPOSAL TO (A) AUTHORIZE THE BOARD TO EFFECT PRIOR TO 12/31/09, A REVERSE STOCK SPLIT OF THE OUTSTANDING AND TREASURY COMMON STOCK OF TIME WARNER, AT A REVERSE STOCK SPLIT RATIO OF EITHER 1-FOR-2 OR 1-FOR-3, AND (B) APPROVE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION IN THE RELEVANT FORM ATTACHED TO THE PROXY STATEMENT TO EFFECT THE REVERSE STOCK SPLIT AND TO REDUCE PROPORTIONATELY THE TOTAL NUMBER OF SHARES THAT TIME WARNER IS AUTHORIZED TO ISSUE, SUBJECT TO THE BOARD'S AUTHORITY TO ABANDON SUCH AMENDMENT.	Mgmt	No vote

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

TIME WARNER INC.

Agen

Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: TWX  
 ISIN: US8873173038

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HERBERT M. ALLISON, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1C	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Mgmt	For
1D	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANK J. CAUFIELD	Mgmt	Against
1F	ELECTION OF DIRECTOR: ROBERT C. CLARK	Mgmt	For
1G	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Mgmt	Against
1H	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Mgmt	For
1I	ELECTION OF DIRECTOR: MICHAEL A. MILES	Mgmt	Against
1J	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Mgmt	For
1K	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For

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

03	COMPANY PROPOSAL TO APPROVE THE TIME WARNER INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Shr	For

-----  
TOLL BROTHERS, INC.

Agen

-----  
Security: 889478103  
Meeting Type: Annual  
Meeting Date: 11-Mar-2009  
Ticker: TOL  
ISIN: US8894781033  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT S. BLANK ROGER S. HILLAS STEPHEN A. NOVICK PAUL E. SHAPIRO	Mgmt Mgmt Mgmt Mgmt	For For For For
02	THE RATIFICATION OF THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	A STOCKHOLDER PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Shr	For
04	A STOCKHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLES OF CEO AND CHAIRMAN OF THE BOARD.	Shr	For

-----  
TOTAL S.A.

Agen

-----  
Security: 89151E109  
Meeting Type: Annual  
Meeting Date: 15-May-2009  
Ticker: TOT  
ISIN: US89151E1091  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS	Mgmt	For

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

O2	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
O3	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Mgmt	For
O4	AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Mgmt	For
O5	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. THIERRY DESMAREST	Mgmt	For
O6	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. CHRISTOPHE DE MARGERIE	Mgmt	Against
O7	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY	Mgmt	For
O8	RENEWAL OF THE APPOINTMENT OF MRS. ANNE LAUVERGEON AS A DIRECTOR	Mgmt	Against
O9	RENEWAL OF THE APPOINTMENT OF MR. DANIEL BOUTON AS A DIRECTOR	Mgmt	Against
O10	RENEWAL OF THE APPOINTMENT OF MR. BERTRAND COLLOMB AS A DIRECTOR	Mgmt	For
O11	RENEWAL OF THE APPOINTMENT OF MR. CHRISTOPHE DE MARGERIE AS A DIRECTOR	Mgmt	For
O12	RENEWAL OF THE APPOINTMENT OF MR. MICHEL PEBEREAU AS A DIRECTOR	Mgmt	Against
O13	APPOINTMENT OF MR. PATRICK ARTUS AS A DIRECTOR	Mgmt	For
E14	AMENDMENT TO ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION REGARDING THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD	Mgmt	For
A	AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION WITH THE INTENT OF DISCLOSING INDIVIDUAL ALLOCATIONS OF STOCK OPTIONS AND RESTRICTED SHARES AS PROVIDED BY LAW	Shr	Against
B	FOR THE PURPOSE OF AMENDING TO THE ARTICLES OF ASSOCIATION REGARDING A NEW PROCEDURE FOR SELECTING A SHAREHOLDER-EMPLOYEE AS BOARD MEMBER WITH A VIEW TO IMPROVING HIS OR HER REPRESENTATION AND INDEPENDENCE	Shr	Against
C	AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO ALL EMPLOYEES OF THE GROUP	Shr	Against

---

TRANSOCEAN INC

Agen

Security: G90073100  
 Meeting Type: Special  
 Meeting Date: 08-Dec-2008

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

Ticker: RIG  
 ISIN: KYG900731004

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE MERGER TRANSACTION TO BE EFFECTED BY THE SCHEMES OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.	Mgmt	No vote
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER TRANSACTION.	Mgmt	No vote

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2009  
 Ticker: UTX  
 ISIN: US9130171096

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LOUIS R. CHENEVERT GEORGE DAVID JOHN V. FARACI JEAN-PIERRE GARNIER JAMIE S. GORELICK CARLOS M. GUTIERREZ EDWARD A. KANGAS CHARLES R. LEE RICHARD D. MCCORMICK HAROLD MCGRAW III RICHARD B. MYERS H. PATRICK SWYGERT ANDRE VILLENEUVE CHRISTINE TODD WHITMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For
02	APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES	Shr	Against

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

UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 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: DOUGLAS W. LEATHERDALE	Mgmt	For
1G	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1H	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1I	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: VZ  
 ISIN: US92343V1044

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1B	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1D	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For



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

1E	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS H. O'BRIEN	Mgmt	For
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Mgmt	For
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Mgmt	For
04	APPROVAL OF LONG-TERM INCENTIVE PLAN	Mgmt	For
05	APPROVAL OF SHORT-TERM INCENTIVE PLAN	Mgmt	For
06	PROHIBIT GRANTING STOCK OPTIONS	Shr	Against
07	SHAREHOLDER ABILITY TO CALL SPECIAL MEETING	Shr	For
08	SEPARATE OFFICES OF CHAIRMAN AND CEO	Shr	Against
09	CUMULATIVE VOTING	Shr	Against
10	SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH	Shr	For

-----  
VISA INC.

Agem

-----  
Security: 92826C839  
Meeting Type: Special  
Meeting Date: 14-Oct-2008  
Ticker: V  
ISIN: US92826C8394  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE UNNECESSARY PROVISIONS AND SYNCHRONIZE THE DIRECTORS' TERMS WITH OUR ANNUAL MEETING SCHEDULE.	Mgmt	For

-----

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

VISA INC.

Agen

-----  
 Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 16-Dec-2008  
 Ticker: V  
 ISIN: US92826C8394  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	<p>TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO PERMIT THE COMPANY GREATER FLEXIBILITY IN FUNDING OUR RETROSPECTIVE RESPONSIBILITY PLAN, TO REMOVE OBSOLETE PROVISIONS, TO MODIFY THE STANDARDS OF INDEPENDENCE APPLICABLE TO OUR DIRECTORS AND TO MAKE OTHER CLARIFYING MODIFICATIONS TO OUR CURRENT CERTIFICATE OF INCORPORATION.</p> <p>THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.</p>	Mgmt	No vote

VISA INC.

Agen

-----  
 Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: V  
 ISIN: US92826C8394  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	TO ELECT HANI AL-QADI AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	Against
1B	TO ELECT CHARLES T. DOYLE AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1C	TO ELECT PETER HAWKINS AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1D	TO ELECT DAVID I. MCKAY AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1E	TO ELECT CHARLES W. SCHARF AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1F	TO ELECT SEGISMUNDO SCHULIN-ZEUTHEN AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
2A	TO ELECT THOMAS J. CAMPBELL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For

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

2B	TO ELECT GARY P. COUGHLAN AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2C	TO ELECT MARY B. CRANSTON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2D	TO ELECT FRANCISCO JAVIER FERNANDEZ-CARBAJAL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2E	TO ELECT SUZANNE NORA JOHNSON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2F	TO ELECT JOSEPH W. SAUNDERS AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Mgmt	For

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

-----  
Agen

Security: 931142103  
Meeting Type: Annual  
Meeting Date: 05-Jun-2009  
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: ALLEN I. QUESTROM	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

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

1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
10	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
04	PAY FOR SUPERIOR PERFORMANCE	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
06	POLITICAL CONTRIBUTIONS	Shr	Against
07	SPECIAL SHAREOWNER MEETINGS	Shr	For
08	INCENTIVE COMPENSATION TO BE STOCK OPTIONS	Shr	Against

-----  
WASTE MANAGEMENT, INC.

Agen

Security: 94106L109  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: WMI  
ISIN: US94106L1098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Mgmt	For
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO AMEND THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE COMPANY'S 2009 STOCK INCENTIVE PLAN.	Mgmt	For

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

05	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
06	PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT MEETING.	Shr	For

-----

WELLS FARGO & COMPANY

-----

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 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	Against
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	Against
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	Against
1G	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	Against
1J	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	Against
1K	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	Against
1L	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1M	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1N	ELECTION OF DIRECTOR: DONALD B. RICE	Mgmt	Against
1O	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1P	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	Against
1Q	ELECTION OF DIRECTOR: ROBERT K. STEEL	Mgmt	For
1R	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1S	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION	Mgmt	For

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

REGARDING THE COMPENSATION OF THE COMPANY'S  
NAMED EXECUTIVES.

03	PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
04	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S LONG-TERM INCENTIVE COMPENSATION PLAN.	Mgmt	Against
05	STOCKHOLDER PROPOSAL REGARDING A BY-LAWS AMENDMENT TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

-----  
XTO ENERGY INC.

-----  
Agen

-----  
Security: 98385X106  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: XTO  
ISIN: US98385X1063  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF AMENDMENT TO BYLAWS TO PROVIDE FOR THE ANNUAL ELECTION OF ALL DIRECTORS.	Mgmt	For
2A	ELECTION OF PHILLIP R. KEVIL CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	For
2B	ELECTION OF HERBERT D. SIMONS CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	Against
2C	ELECTION OF VAUGHN O. VENNERBERG II CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	For
03	APPROVAL OF THE 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009.	Mgmt	For
05	STOCKHOLDER PROPOSAL CONCERNING A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION IF PROPERLY PRESENTED.	Shr	For
06	STOCKHOLDER PROPOSAL CONCERNING STOCKHOLDER APPROVAL OF EXECUTIVE BENEFITS PAYABLE UPON DEATH IF PROPERLY PRESENTED.	Shr	For

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

\* Management position unknown

## SIGNATURES

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

(Registrant)	Eaton Vance Risk-Managed Diversified Equity Income Fund
By (Signature)	/s/ Duncan W. Richardson
Name	Duncan W. Richardson
Title	President
Date	09/02/2009