

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

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX  
August 27, 2008

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

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

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 255 State Street  
Boston, MA 02109

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
255 State Street  
Boston, MA 02109

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2007 - 06/30/2008

Eaton Vance Risk-Managed Diversified Equity Income Fund

-----  
ABBOTT LABORATORIES

Agen

-----  
Security: 002824100  
Meeting Type: Annual  
Meeting Date: 25-Apr-2008  
Ticker: ABT  
ISIN: US0028241000  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	R.S. AUSTIN	Mgmt	For
	W.M. DALEY	Mgmt	For
	W.J. FARRELL	Mgmt	For
	H.L. FULLER	Mgmt	For
	W.A. OSBORN	Mgmt	For
	D.A.L. OWEN	Mgmt	For
	B. POWELL JR.	Mgmt	For
	W.A. REYNOLDS	Mgmt	For

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

	R.S. ROBERTS	Mgmt	For
	S.C. SCOTT III	Mgmt	For
	W.D. SMITHBURG	Mgmt	For
	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL - ACCESS TO MEDICINES	Shr	Against
04	SHAREHOLDER PROPOSAL - ADVISORY VOTE	Shr	For

-----  
 ACCENTURE LTD

Agen

-----  
 Security: G1150G111  
 Meeting Type: Annual  
 Meeting Date: 07-Feb-2008  
 Ticker: ACN  
 ISIN: BMG1150G1116  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-APPOINTMENT OF THE FOLLOWING NOMINEE TO THE BOARD OF DIRECTORS: BLYTHE J. MCGARVIE	Mgmt	For
1B	RE-APPOINTMENT OF THE FOLLOWING NOMINEE TO THE BOARD OF DIRECTORS: SIR MARK MOODY-STUART	Mgmt	For
02	AMENDMENT OF THE BYE-LAWS OF ACCENTURE LTD, WHICH WOULD ENABLE ACCENTURE TO DELIVER FUTURE COPIES OF OUR PROXY MATERIALS TO SHAREHOLDERS ELECTRONICALLY BY POSTING THESE MATERIALS ON AN INTERNET WEBSITE AND NOTIFYING OUR SHAREHOLDERS OF THE POSTING.	Mgmt	For
03	RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2008 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION.	Mgmt	For

-----  
 AFLAC INCORPORATED

Agen

-----  
 Security: 001055102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2008  
 Ticker: AFL  
 ISIN: US0010551028  
 -----

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

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

01	DIRECTOR DANIEL P. AMOS JOHN SHELBY AMOS II PAUL S. AMOS II YOSHIRO AOKI MICHAEL H. ARMACOST KRISS CLONINGER III JOE FRANK HARRIS ELIZABETH J. HUDSON KENNETH S. JANKE SR. DOUGLAS W. JOHNSON ROBERT B. JOHNSON CHARLES B. KNAPP E. STEPHEN PURDOM B.K. RIMER, DR. PH MARVIN R. SCHUSTER DAVID GARY THOMPSON ROBERT L. WRIGHT	Mgmt Mgmt Mgmt Mgmt Mgmt 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 For For For For For
02	TO APPROVE THE AMENDMENT OF ARTICLE IV OF THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF \$.10 PAR VALUE COMMON STOCK FROM 1,000,000,000 SHARES TO 1,900,000,000 SHARES.	Mgmt	For
03	TO ADOPT THE AMENDED AND RESTATED MANAGEMENT INCENTIVE PLAN (THE "2009 MANAGEMENT INCENTIVE PLAN").	Mgmt	For
04	TO APPROVE THE FOLLOWING ADVISORY (NON-BINDING) PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE OVERALL EXECUTIVE PAY-FOR-PERFORMANCE COMPENSATION POLICIES AND PROCEDURES EMPLOYED BY THE COMPANY, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS AND THE TABULAR DISCLOSURE REGARDING NAMED EXECUTIVE OFFICER COMPENSATION IN THIS PROXY STATEMENT."	Mgmt	For
05	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2008.	Mgmt	For

-----  
ALLERGAN, INC.

-----  
Agen

-----  
Security: 018490102  
Meeting Type: Annual  
Meeting Date: 06-May-2008  
Ticker: AGN  
ISIN: US0184901025  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DEBORAH DUNSIRE, M.D TREVOR M. JONES, PH.D. LOUIS J. LAVIGNE, JR.	Mgmt Mgmt Mgmt	For For For

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

	LEONARD D. SCHAEFFER	Mgmt	For
02	TO APPROVE THE ALLERGAN, INC. 2008 INCENTIVE AWARD PLAN	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008	Mgmt	For
4A	TO APPROVE STOCKHOLDER PROPOSAL NO. 1 REGARDING THE ADOPTION OF A PAY-FOR-SUPERIOR-PERFORMANCE EXECUTIVE COMPENSATION PLAN	Shr	For
4B	TO APPROVE STOCKHOLDER PROPOSAL NO. 2 REGARDING ADDITIONAL ANIMAL TESTING DISCLOSURE	Shr	Against

-----  
ALTRIA GROUP, INC.

-----  
Agen

-----  
Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 28-May-2008  
Ticker: MO  
ISIN: US02209S1033  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTORS: ELIZABETH E. BAILEY	Mgmt	For
1B	ELECTION OF DIRECTORS: GERALD L. BALILES	Mgmt	For
1C	ELECTION OF DIRECTORS: DINYAR S. DEVITRE	Mgmt	For
1D	ELECTION OF DIRECTORS: THOMAS F. FARRELL, II	Mgmt	For
1E	ELECTION OF DIRECTORS: ROBERT E.R. HUNTLEY	Mgmt	For
1F	ELECTION OF DIRECTORS: THOMAS W. JONES	Mgmt	For
1G	ELECTION OF DIRECTORS: GEORGE MUNOZ	Mgmt	For
1H	ELECTION OF DIRECTORS: MICHAEL E. SZYMANCZYK	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL 1 - SHAREHOLDER SAY ON EXECUTIVE PAY	Shr	For
04	STOCKHOLDER PROPOSAL 2 - CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL 3 - APPLY GLOBALLY PRACTICES DEMANDED BY THE MASTER SETTLEMENT AGREEMENT	Shr	Against
06	STOCKHOLDER PROPOSAL 4 - STOP YOUTH-ORIENTED AD CAMPAIGNS	Shr	Against

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

07	STOCKHOLDER PROPOSAL 5 - "TWO CIGARETTE" APPROACH TO MARKETING	Shr	Against
08	STOCKHOLDER PROPOSAL 6 - ENDORSE HEALTH CARE PRINCIPLES	Shr	Against

-----  
 ANADARKO PETROLEUM CORPORATION

Agen

-----  
 Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: APC  
 ISIN: US0325111070  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN R. BUTLER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: LUKE R. CORBETT	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	APPROVAL OF 2008 OMNIBUS INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	APPROVAL OF 2008 DIRECTOR COMPENSATION PLAN.	Mgmt	For
05	STOCKHOLDER PROPOSAL - DECLASSIFICATION OF BOARD	Shr	For
06	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY	Shr	Against

-----  
 APPLE INC.

Agen

-----  
 Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 04-Mar-2008  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL	Mgmt	For
	MILLARD S. DREXLER	Mgmt	For
	ALBERT A. GORE, JR.	Mgmt	For
	STEVEN P. JOBS	Mgmt	For

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

	ANDREA JUNG	Mgmt	For
	ARTHUR D. LEVINSON	Mgmt	For
	ERIC E. SCHMIDT	Mgmt	For
	JEROME B. YORK	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS APPLE INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008.	Mgmt	For
03	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "ADVISORY VOTE ON COMPENSATION", IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
04	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "AMEND CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON SUSTAINABILITY", IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

-----  
 AT&T INC.

Agent

-----  
 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2008  
 Ticker: T  
 ISIN: US00206R1023  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Mgmt	For
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1H	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1I	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1K	ELECTION OF DIRECTOR: MARY S. METZ	Mgmt	For
1L	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1M	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1N	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	For

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

02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
04	PENSION CREDIT POLICY.	Shr	For
05	LEAD INDEPENDENT DIRECTOR BYLAW.	Shr	For
06	SERP POLICY	Shr	For
07	ADVISORY VOTE ON COMPENSATION	Shr	For

---

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2008  
 Ticker: BAC  
 ISIN: US0605051046

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM BARNET, III	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN T. COLLINS	Mgmt	For
1D	ELECTION OF DIRECTOR: GARY L. COUNTRYMAN	Mgmt	For
1E	ELECTION OF DIRECTOR: TOMMY R. FRANKS	Mgmt	For
1F	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1G	ELECTION OF DIRECTOR: KENNETH D. LEWIS	Mgmt	For
1H	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1I	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1J	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1K	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Mgmt	For
1L	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1M	ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.	Mgmt	For
1N	ELECTION OF DIRECTOR: MEREDITH R. SPANGLER	Mgmt	For
1O	ELECTION OF DIRECTOR: ROBERT L. TILLMAN	Mgmt	For
1P	ELECTION OF DIRECTOR: JACKIE M. WARD	Mgmt	For
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For

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

03	STOCKHOLDER PROPOSAL - STOCK OPTIONS	Shr	Against
04	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXEC COMP	Shr	For
05	STOCKHOLDER PROPOSAL - DETERMINATION OF CEO COMP	Shr	Against
06	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING	Shr	Against
07	STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	For
08	STOCKHOLDER PROPOSAL - SPECIAL SHAREHOLDER MEETINGS	Shr	For
09	STOCKHOLDER PROPOSAL - EQUATOR PRINCIPLES	Shr	Against
10	STOCKHOLDER PROPOSAL - HUMAN RIGHTS	Shr	Against

-----  
 BANK OF NEW YORK MELLON CORP.

-----  
 Agen

Security: 064058100  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2008  
 Ticker: BK  
 ISIN: US0640581007  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRANK J. BIONDI, JR. RUTH E. BRUCH NICHOLAS M. DONOFRIO STEVEN G. ELLIOTT GERALD L. HASSELL EDMUND F. KELLY ROBERT P. KELLY RICHARD J. KOGAN MICHAEL J. KOWALSKI JOHN A. LUKE, JR. ROBERT MEHRABIAN MARK A. NORDENBERG CATHERINE A. REIN THOMAS A. RENYI WILLIAM C. RICHARDSON SAMUEL C. SCOTT III JOHN P. SURMA WESLEY W. VON SCHACK	Mgmt Mgmt Mgmt Mgmt Mgmt 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 For For For For For
02	PROPOSAL TO APPROVE THE ADOPTION OF LONG-TERM INCENTIVE PLAN.	Mgmt	For
03	PROPOSAL TO APPROVE THE ADOPTION OF EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE ADOPTION OF EXECUTIVE	Mgmt	For



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

INCENTIVE COMPENSATION PLAN.

05	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
06	STOCKHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shr	Against
07	STOCKHOLDER PROPOSAL REQUESTING ANNUAL VOTE ON AN ADVISORY RESOLUTION TO RATIFY EXECUTIVE COMPENSATION.	Shr	For

---

BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: BAX  
 ISIN: US0718131099

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WAYNE T. HOCKMEYER, PH.D.	Mgmt	For
1B	ELECTION OF DIRECTOR: JOSEPH B. MARTIN, M.D., PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT L. PARKINSON, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS T. STALLKAMP	Mgmt	For
1E	ELECTION OF DIRECTOR: ALBERT P.L. STROUCKEN	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

---

BERKSHIRE HATHAWAY INC.

Agen

Security: 084670108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2008  
 Ticker: BRKA  
 ISIN: US0846701086

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WARREN E. BUFFETT CHARLES T. MUNGER HOWARD G. BUFFETT	Mgmt Mgmt Mgmt	For For For

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

SUSAN L. DECKER	Mgmt	For
WILLIAM H. GATES III	Mgmt	For
DAVID S. GOTTESMAN	Mgmt	For
CHARLOTTE GUYMAN	Mgmt	For
DONALD R. KEOUGH	Mgmt	For
THOMAS S. MURPHY	Mgmt	For
RONALD L. OLSON	Mgmt	For
WALTER SCOTT, JR.	Mgmt	For

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

-----  
 Agen

Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2008  
 Ticker: BBY  
 ISIN: US0865161014  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BRADBURY H. ANDERSON* K.J. HIGGINS VICTOR* ALLEN U. LENZMEIER* ROGELIO M. REBOLLEDO* FRANK D. TRESTMAN* GEORGE L. MIKAN III**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2009.	Mgmt	For
03	APPROVAL OF THE BEST BUY CO., INC. 2008 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	APPROVAL OF AN AMENDMENT TO THE BEST BUY CO., INC. RESTATED ARTICLES OF INCORPORATION.	Mgmt	Against

-----  
 BIOGEN IDEC INC.

-----  
 Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 19-Jun-2008  
 Ticker: BIIB  
 ISIN: US09062X1037  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STELIOS PAPADOPOULOS	Mgmt	For

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

	CECIL PICKETT	Mgmt	For
	LYNN SCHENK	Mgmt	For
	PHILLIP SHARP	Mgmt	For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	TO APPROVE OUR 2008 OMNIBUS EQUITY PLAN.	Mgmt	For
04	TO APPROVE OUR 2008 PERFORMANCE-BASED MANAGEMENT INCENTIVE PLAN.	Mgmt	For
05	SHAREHOLDER PROPOSAL TO AMEND THE COMPANY'S BYLAWS.	Shr	Against

---

CISCO SYSTEMS, INC.

Agen

---

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2007  
 Ticker: CSCO  
 ISIN: US17275R1023

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1B	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY R. CARTER	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN L. HALLA	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: MICHAEL K. POWELL	Mgmt	For
1K	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1L	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	For
02	TO APPROVE THE AMENDMENT AND EXTENSION OF THE 2005 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE THE EXECUTIVE INCENTIVE PLAN WITH RESPECT TO CURRENT AND FUTURE COVERED EMPLOYEES	Mgmt	For

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

AND EXECUTIVE OFFICERS.

04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 26, 2008.	Mgmt	For
05	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
06	PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT THE BOARD ESTABLISH A PAY-FOR-SUPERIOR-PERFORMANCE STANDARD IN THE COMPANY'S EXECUTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVES.	Shr	For
07	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ADOPT A POLICY THAT SHAREHOLDERS BE GIVEN THE OPPORTUNITY AT EACH ANNUAL MEETING OF SHAREHOLDERS TO VOTE ON AN ADVISORY RESOLUTION TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Shr	For
08	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS WITHIN SIX MONTHS PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against

-----  
 CITIGROUP INC.

-----  
 Agen

Security: 172967101  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2008  
 Ticker: C  
 ISIN: US1729671016  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: C. MICHAEL ARMSTRONG	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Mgmt	Against
1C	ELECTION OF DIRECTOR: SIR WINFRIED BISCHOFF	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH T. DERR	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Mgmt	For
1F	ELECTION OF DIRECTOR: ROBERTO HERNANDEZ RAMIREZ	Mgmt	For
1G	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Mgmt	For

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

1H	ELECTION OF DIRECTOR: ANNE MULCAHY	Mgmt	Against
1I	ELECTION OF DIRECTOR: VIKRAM PANDIT	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	Against
1K	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1L	ELECTION OF DIRECTOR: ROBERT E. RUBIN	Mgmt	For
1M	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1N	ELECTION OF DIRECTOR: FRANKLIN A. THOMAS	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
03	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.	Shr	Against
04	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
05	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVE COMPENSATION BE LIMITED TO 100 TIMES THE AVERAGE COMPENSATION PAID TO WORLDWIDE EMPLOYEES.	Shr	Against
06	STOCKHOLDER PROPOSAL REQUESTING THAT TWO CANDIDATES BE NOMINATED FOR EACH BOARD POSITION.	Shr	Against
07	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON THE EQUATOR PRINCIPLES.	Shr	Against
08	STOCKHOLDER PROPOSAL REQUESTING THE ADOPTION OF CERTAIN EMPLOYMENT PRINCIPLES FOR EXECUTIVE OFFICERS.	Shr	For
09	STOCKHOLDER PROPOSAL REQUESTING THAT CITI AMEND ITS GHG EMISSIONS POLICIES.	Shr	Against
10	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON HOW INVESTMENT POLICIES ADDRESS OR COULD ADDRESS HUMAN RIGHTS ISSUES.	Shr	Against
11	STOCKHOLDER PROPOSAL REQUESTING AN INDEPENDENT BOARD CHAIRMAN.	Shr	Against
12	STOCKHOLDER PROPOSAL REQUESTING AN ADVISORY VOTE TO RATIFY EXECUTIVE COMPENSATION.	Shr	For
CV	PLEASE INDICATE IF YOU WOULD LIKE TO KEEP YOUR VOTE CONFIDENTIAL UNDER THE CURRENT POLICY.	Mgmt	For

---

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
Meeting Type: Annual

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

Meeting Date: 08-May-2008  
 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 M. 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: REUBEN MARK	Mgmt	For
1I	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMEND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK	Mgmt	For

## COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: CMCSA  
 ISIN: US20030N1019

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	S. DECKER ANSTROM	Mgmt	For
	KENNETH J. BACON	Mgmt	For
	SHELDON M. BONOVIKZ	Mgmt	For
	EDWARD D. BREEN	Mgmt	For
	JULIAN A. BRODSKY	Mgmt	For
	JOSEPH J. COLLINS	Mgmt	For
	J. MICHAEL COOK	Mgmt	For
	GERALD L. HASSELL	Mgmt	For
	JEFFREY A. HONICKMAN	Mgmt	For

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

	BRIAN L. ROBERTS	Mgmt	For
	RALPH J. ROBERTS	Mgmt	For
	DR. JUDITH RODIN	Mgmt	For
	MICHAEL I. SOVERN	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
04	APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	ADOPT A RECAPITALIZATION PLAN	Shr	For
06	IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000	Shr	Against
07	NOMINATE TWO DIRECTORS FOR EVERY OPEN DIRECTORSHIP	Shr	Against
08	REQUIRE A PAY DIFFERENTIAL REPORT	Shr	Against
09	PROVIDE CUMULATIVE VOTING FOR CLASS A SHAREHOLDERS IN THE ELECTION OF DIRECTORS	Shr	Against
10	ADOPT PRINCIPLES FOR COMPREHENSIVE HEALTH CARE REFORM	Shr	Against
11	ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 COMPANHIA VALE DO RIO DOCE

Agen

-----  
 Security: 204412209  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2008  
 Ticker: RIO  
 ISIN: US2044122099  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01A	APPRECIATION OF THE MANagements' REPORT AND ANALYSIS, DISCUSSION AND VOTE ON THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007	Mgmt	No vote
01B	PROPOSAL FOR THE DESTINATION OF PROFITS OF THE SAID FISCAL YEAR AND APPROVAL OF THE INVESTMENT BUDGET FOR THE COMPANY	Mgmt	No vote
01C	APPOINTMENT OF THE MEMBERS OF THE FISCAL COUNCIL	Mgmt	No vote
01D	ESTABLISHMENT OF THE REMUNERATION OF THE SENIOR MANAGEMENT AND FISCAL COUNCIL MEMBERS	Mgmt	No vote
E2A	THE APPROVAL FOR THE PROTOCOL AND JUSTIFICATION OF MERGER OF FERRO GUSA CARAJAS S.A., A WHOLLY	Mgmt	No vote

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

OWNED SUBSIDIARY OF THE COMPANY, PURSUANT TO  
ARTICLES 224 AND 225 OF THE BRAZILIAN CORPORATE  
LAW

E2B	TO RATIFY THE APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AUDITORES INDEPENDENTES, THE EXPERTS HIRED TO APPRAISE THE VALUE OF THE COMPANY TO BE MERGED	Mgmt	No vote
E2C	TO DECIDE ON THE APPRAISAL REPORT, PREPARED BY THE EXPERT APPRAISERS	Mgmt	No vote
E2D	THE APPROVAL FOR THE MERGER OF FERRO GUSA CARAJAS S.A., WITHOUT A CAPITAL INCREASE OR THE ISSUANCE OF NEW SHARES BY THE COMPANY	Mgmt	No vote

-----  
CONOCOPHILLIPS

Agen

Security: 20825C104  
Meeting Type: Annual  
Meeting Date: 14-May-2008  
Ticker: COP  
ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1C	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
02	TO AMEND AMENDED AND RESTATED BY-LAWS AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS	Mgmt	For
03	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
04	QUALIFICATIONS FOR DIRECTOR NOMINEES	Shr	Against
05	REPORT ON RECOGNITION OF INDIGENOUS RIGHTS	Shr	Against
06	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
07	POLITICAL CONTRIBUTIONS	Shr	Against
08	GREENHOUSE GAS REDUCTION	Shr	Against
09	COMMUNITY ACCOUNTABILITY	Shr	Against
10	DRILLING IN SENSITIVE/PROTECTED AREAS	Shr	Against
11	ENVIRONMENTAL IMPACT	Shr	Against



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

12 GLOBAL WARMING Shr Against

-----  
 CVS/CAREMARK CORPORATION

Agen

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 Ticker: CVS  
 ISIN: US1266501006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS	Mgmt	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING TAX GROSS-UP PAYMENTS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against

-----  
 DANAHER CORPORATION

Agen

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

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: MITCHELL P. RALES	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL URGING THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS TO ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER.	Shr	For

DEERE & COMPANY

Agen

Security: 244199105  
 Meeting Type: Special  
 Meeting Date: 14-Nov-2007  
 Ticker: DE  
 ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	AMENDMENT OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION INCREASING THE NUMBER OF AUTHORIZED SHARES OF STOCK TO EFFECT A TWO-FOR-ONE STOCK SPLIT IN THE FORM OF A DIVIDEND OF THE COMPANY'S COMMON STOCK.	Mgmt	For

DIAMOND OFFSHORE DRILLING, INC.

Agen

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: DO  
 ISIN: US25271C1027

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

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

01	DIRECTOR JAMES S. TISCH LAWRENCE R. DICKERSON JOHN R. BOLTON CHARLES L. FABRIKANT PAUL G. GAFFNEY II HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld For Withheld For Withheld Withheld For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2008.	Mgmt	For

-----  
E. I. DU PONT DE NEMOURS AND COMPANY

Agen

Security: 263534109  
Meeting Type: Annual  
Meeting Date: 30-Apr-2008  
Ticker: DD  
ISIN: US2635341090  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD H. BROWN ROBERT A. BROWN BERTRAND P. COLLOMB CURTIS J. CRAWFORD ALEXANDER M. CUTLER JOHN T. DILLON ELEUTHERE I. DU PONT MARILLYN A. HEWSON CHARLES O. HOLLIDAY, JR LOIS D. JULIBER SEAN O'KEEFE WILLIAM K. REILLY	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	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ON PLANT CLOSURE	Shr	Against
04	ON SEPARATION OF POSITIONS OF CHAIRMAN AND CEO	Shr	For
05	ON GLOBAL WARMING REPORT	Shr	Against
06	ON AMENDMENT TO HUMAN RIGHTS POLICY	Shr	Against
07	ON SHAREHOLDER SAY ON EXECUTIVE PAY	Shr	For

-----  
EBAY INC.

Agen

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

-----  
 Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 19-Jun-2008  
 Ticker: EBAY  
 ISIN: US2786421030  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRED D. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: EDWARD W. BARNHOLT	Mgmt	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
02	APPROVAL OF OUR 2008 EQUITY INCENTIVE AWARD PLAN.	Mgmt	For
03	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For

-----  
 EDISON INTERNATIONAL

Agen

-----  
 Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: EIX  
 ISIN: US2810201077  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR J.E. BRYSON V.C.L. CHANG F.A. CORDOVA T.F. CRAVER, JR. C.B. CURTIS B.M. FREEMAN L.G. NOGALES R.L. OLSON J.M. ROSSER R.T. SCHLOSBERG, III T.C. SUTTON BRETT WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL REGARDING "SHAREHOLDER SAY ON EXECUTIVE PAY."	Shr	For

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

EMC CORPORATION

Agen

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: EMC  
 ISIN: US2686481027

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MICHAEL W. BROWN MICHAEL J. CRONIN GAIL DEEGAN JOHN R. EGAN W. PAUL FITZGERALD OLLI-PEKKA KALLASVUO EDMUND F. KELLY WINDLE B. PRIEM PAUL SAGAN DAVID N. STROHM JOSEPH M. TUCCI	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For Withheld For For For For For
02	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	TO APPROVE AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION AND BYLAWS TO IMPLEMENT MAJORITY VOTE FOR DIRECTORS, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	Against
04	TO APPROVE AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION TO IMPLEMENT SIMPLE MAJORITY VOTE, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 05-Feb-2008  
 Ticker: EMR  
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.N. FARR R.B. HORTON C.A. PETERS	Mgmt Mgmt Mgmt	For For For

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

	J.W. PRUEHER	Mgmt	For
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

-----  
 EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2008  
 Ticker: XOM  
 ISIN: US30231G1022  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN L.R. FAULKNER W.W. GEORGE J.R. HOUGHTON R.C. KING M.C. NELSON S.J. PALMISANO S.S REINEMUND W.V. SHIPLEY R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 47)	Mgmt	For
03	SHAREHOLDER PROPOSALS PROHIBITED (PAGE 49)	Shr	Against
04	DIRECTOR NOMINEE QUALIFICATIONS (PAGE 49)	Shr	Against
05	BOARD CHAIRMAN AND CEO (PAGE 50)	Shr	For
06	SHAREHOLDER RETURN POLICY (PAGE 52)	Shr	Against
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 53)	Shr	For
08	EXECUTIVE COMPENSATION REPORT (PAGE 55)	Shr	Against
09	INCENTIVE PAY RECOUPMENT (PAGE 57)	Shr	Against
10	CORPORATE SPONSORSHIPS REPORT (PAGE 58)	Shr	Against
11	POLITICAL CONTRIBUTIONS REPORT (PAGE 60)	Shr	Against
12	AMENDMENT OF EEO POLICY (PAGE 61)	Shr	Against
13	COMMUNITY ENVIRONMENTAL IMPACT (PAGE 63)	Shr	Against
14	ANWR DRILLING REPORT (PAGE 65)	Shr	Against
15	GREENHOUSE GAS EMISSIONS GOALS (PAGE 66)	Shr	Against

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

16	CO2 INFORMATION AT THE PUMP (PAGE 68)	Shr	Against
17	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 69)	Shr	Against
18	ENERGY TECHNOLOGY REPORT (PAGE 70)	Shr	Against
19	RENEWABLE ENERGY POLICY (PAGE 71)	Shr	Against

-----

GENERAL DYNAMICS CORPORATION

-----

Agen

Security: 369550108  
Meeting Type: Annual  
Meeting Date: 07-May-2008  
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: C.H. GOODMAN	Mgmt	For
1E	ELECTION OF DIRECTOR: J.L. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: G.A. JOULWAN	Mgmt	For
1G	ELECTION OF DIRECTOR: P.G. KAMINSKI	Mgmt	For
1H	ELECTION OF DIRECTOR: J.M. KEANE	Mgmt	For
1I	ELECTION OF DIRECTOR: D.J. LUCAS	Mgmt	For
1J	ELECTION OF DIRECTOR: L.L. LYLES	Mgmt	For
1K	ELECTION OF DIRECTOR: C.E. MUNDY, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: J.C. REYES	Mgmt	For
1M	ELECTION OF DIRECTOR: R. WALMSLEY	Mgmt	For
02	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL WITH REGARD TO ETHICAL CRITERIA FOR MILITARY CONTRACTS	Shr	Against
04	SHAREHOLDER PROPOSAL WITH REGARD TO SPECIAL SHAREHOLDER MEETINGS	Shr	Against

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

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2008  
 Ticker: GE  
 ISIN: US3696041033

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A2	ELECTION OF DIRECTOR: SIR WILLIAM M. CASTELL	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: CLAUDIO X. GONZALEZ	Mgmt	Against
A5	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A6	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A7	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A8	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A10	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A12	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A13	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A14	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B	RATIFICATION OF KPMG	Mgmt	For
01	CUMULATIVE VOTING	Shr	Against
02	SEPARATE THE ROLES OF CEO AND CHAIRMAN	Shr	For
03	RECOUP UNEARNED MANAGEMENT BONUSES	Shr	Against
04	CURB OVER-EXTENDED DIRECTORS	Shr	For
05	REPORT ON CHARITABLE CONTRIBUTIONS	Shr	Against
06	GLOBAL WARMING REPORT	Shr	Against
07	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For



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

-----  
 GENZYME CORPORATION  
 -----

Agen

Security: 372917104  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 Ticker: GENZ  
 ISIN: US3729171047  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	THE RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME	Mgmt	For
1B	THE RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX	Mgmt	For
1C	THE RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER	Mgmt	For
1D	THE RE-ELECTION OF DIRECTOR: CHARLES L. COONEY	Mgmt	For
1E	THE RE-ELECTION OF DIRECTOR: RICHARD F. SYRON	Mgmt	Against
02	A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK COVERED BY THE PLAN BY 2,250,000 SHARES.	Mgmt	For
03	A PROPOSAL TO AMEND THE 2007 DIRECTOR EQUITY PLAN TO SPECIFY THE AUTOMATIC GRANT PROVISIONS UNDER THE PLAN.	Mgmt	For
04	A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2008.	Mgmt	For

-----  
 GILEAD SCIENCES, INC.  
 -----

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 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

	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, 2008.	Mgmt	For
03	TO APPROVE THE PROPOSED AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	For
04	TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF GILEAD'S COMMON STOCK FROM 1,400,000,000 TO 2,800,000,000 SHARES.	Mgmt	For

-----  
 GOLDCORP INC.

Agem

-----  
 Security: 380956409  
 Meeting Type: Annual and Special  
 Meeting Date: 20-May-2008  
 Ticker: GG  
 ISIN: CA3809564097  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY C. KEVIN MCARTHUR 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
C	A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S 2005 STOCK OPTION PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR;	Mgmt	For
D	A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S RESTRICTED SHARE PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR;	Mgmt	For
E	A RESOLUTION CONFIRMING A NEW GENERAL BY-LAW FOR THE COMPANY, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION	Mgmt	For

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

CIRCULAR.

-----  
 GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: GOOG  
 ISIN: US38259P5089  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ARTHUR D. LEVINSON ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GOOGLE INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	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 THEREUNDER BY 6,500,000.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING THE CREATION OF A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against

-----  
 HESS CORPORATION

Agen

Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 Ticker: HES  
 ISIN: US42809H1077  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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

	E.E. HOLIDAY	Mgmt	For
	J.H. MULLIN	Mgmt	For
	J.J. O'CONNOR	Mgmt	For
	F.B. WALKER	Mgmt	For
	R.N. WILSON	Mgmt	For
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
04	APPROVAL OF THE 2008 LONG-TERM INCENTIVE PLAN.	Mgmt	For

-----  
HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
Meeting Type: Annual  
Meeting Date: 19-Mar-2008  
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.A. HACKBORN	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	TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2008	Mgmt	For

-----  
ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
Meeting Type: Annual

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

Meeting Date: 02-May-2008  
 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
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	REAPPROVAL OF THE PERFORMANCE FACTORS AND AWARD LIMIT UNDER THE EXECUTIVE INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2008.	Mgmt	For

### INTEL CORPORATION

Agen

Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: INTC  
 ISIN: US4581401001

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRAIG R. BARRETT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1C	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1E	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For

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

1G	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR.	Mgmt	For
03	STOCKHOLDER PROPOSAL TO AMEND THE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.	Shr	Against

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

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 29-Apr-2008  
Ticker: IBM  
ISIN: US4592001014  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. BLACK W.R. BRODY K.I. CHENAULT M.L. ESKEW S.A. JACKSON L.A. NOTO J.W. OWENS S.J. PALMISANO J.E. SPERO S. TAUREL L.H. ZAMBRANO	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
04	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION	Shr	For
05	STOCKHOLDER PROPOSAL ON BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against
06	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS	Shr	For
07	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

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

-----  
 INVESCO LTD

Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: IVZ  
 ISIN: BMG491BT1088  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: REX D. ADAMS	Mgmt	For
1B	ELECTION OF DIRECTOR: SIR JOHN BANHAM	Mgmt	For
1C	ELECTION OF DIRECTOR: DENIS KESSLER	Mgmt	Against
02	APPROVAL AND RATIFICATION OF ERNST AND YOUNG LLP AS AUDITORS	Mgmt	For
03	APPROVAL OF 2008 GLOBAL EQUITY INCENTIVE PLAN	Mgmt	For
04	APPROVAL OF EXECUTIVE INCENTIVE BONUS PLAN	Mgmt	For

-----  
 J. C. PENNEY COMPANY, INC.

Agen

Security: 708160106  
 Meeting Type: Annual  
 Meeting Date: 16-May-2008  
 Ticker: JCP  
 ISIN: US7081601061  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: C.C. BARRETT	Mgmt	Against
1B	ELECTION OF DIRECTOR: M.A. BURNS	Mgmt	Against
1C	ELECTION OF DIRECTOR: M.K. CLARK	Mgmt	Against
1D	ELECTION OF DIRECTOR: T.J. ENGIBOUS	Mgmt	Against
1E	ELECTION OF DIRECTOR: K.B. FOSTER	Mgmt	Against
1F	ELECTION OF DIRECTOR: K.C. HICKS	Mgmt	For
1G	ELECTION OF DIRECTOR: L.H. ROBERTS	Mgmt	Against
1H	ELECTION OF DIRECTOR: J.G. TERUEL	Mgmt	For
1I	ELECTION OF DIRECTOR: M.E. ULLMAN III	Mgmt	Against

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

02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING JANUARY 31, 2009.	Mgmt	For
03	TO CONSIDER A STOCKHOLDER PROPOSAL RELATING TO STOCKHOLDER APPROVAL OF CERTAIN SEVERANCE AGREEMENTS.	Shr	For

-----  
 JOHNSON & JOHNSON

-----  
 Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: JNJ  
 ISIN: US4781601046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARY SUE COLEMAN JAMES G. CULLEN MICHAEL M.E. JOHNS ARNOLD G. LANGBO SUSAN L. LINDQUIST LEO F. MULLIN WILLIAM D. PEREZ CHRISTINE A. POON CHARLES PRINCE STEVEN S REINEMUND DAVID SATCHER WILLIAM C. WELDON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld Withheld For For Withheld For Withheld For For For For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL: ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE	Shr	For

-----  
 JOHNSON CONTROLS, INC.

-----  
 Agen

Security: 478366107  
 Meeting Type: Annual  
 Meeting Date: 23-Jan-2008  
 Ticker: JCI  
 ISIN: US4783661071  
 -----

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



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

01	DIRECTOR NATALIE A. BLACK ROBERT A. CORNOG WILLIAM H. LACY STEPHEN A. ROELL	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2008.	Mgmt	For

-----

JPMORGAN CHASE & CO.

-----

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: JPM  
 ISIN: US46625H1005

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: ROBERT I. LIPP	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1K	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1L	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN	Mgmt	For
04	REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN	Mgmt	For
05	GOVERNMENTAL SERVICE REPORT	Shr	Against
06	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
07	INDEPENDENT CHAIRMAN OF THE BOARD	Shr	Against

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

08	EXECUTIVE COMPENSATION APPROVAL	Shr	For
09	TWO CANDIDATES PER DIRECTORSHIP	Shr	Against
10	HUMAN RIGHTS AND INVESTMENT REPORT	Shr	Against
11	LOBBYING PRIORITIES REPORT	Shr	Against

---

KIMBERLY-CLARK CORPORATION

Agen

Security: 494368103  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2008  
 Ticker: KMB  
 ISIN: US4943681035

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN R. ALM	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT W. DECHERD	Mgmt	For
1D	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1E	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Mgmt	For
02	RATIFICATION OF AUDITORS	Mgmt	For
03	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS FOR DIRECTOR NOMINEES	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF GLOBAL HUMAN RIGHTS STANDARDS BASED ON INTERNATIONAL LABOR CONVENTIONS	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
07	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
08	STOCKHOLDER PROPOSAL REGARDING AMENDMENT OF BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY	Shr	Against

---

LINCOLN NATIONAL CORPORATION

Agen

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

Security: 534187109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: LNC  
 ISIN: US5341871094

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR J. PATRICK BARRETT DENNIS R. GLASS MICHAEL F. MEE DAVID A. STONECIPHER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

LOCKHEED MARTIN CORPORATION

Agen

Security: 539830109  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: LMT  
 ISIN: US5398301094

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR E.C."PETE"ALDRIDGE, JR. NOLAN D. ARCHIBALD DAVID B. BURRITT JAMES O. ELLIS, JR. GWENDOLYN S. KING JAMES M. LOY DOUGLAS H. MCCORKINDALE JOSEPH W. RALSTON FRANK SAVAGE JAMES M. SCHNEIDER ANNE STEVENS ROBERT J. STEVENS JAMES R. UKROPINA	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	MANAGEMENT PROPOSAL: TO AMEND THE CHARTER TO PROVIDE FOR "SIMPLE" MAJORITY VOTING	Mgmt	Against
04	MANAGEMENT PROPOSAL: TO AMEND THE CHARTER TO DELETE ARTICLE XIII	Mgmt	For
05	MANAGEMENT PROPOSAL: TO AUTHORIZE SHARES AND EXTEND APPROVAL OF PERFORMANCE GOALS FOR THE 2003 INCENTIVE PERFORMANCE AWARD PLAN	Mgmt	Against

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

06	MANAGEMENT PROPOSAL: TO ADOPT THE 2009 DIRECTORS EQUITY PLAN	Mgmt	For
07	STOCKHOLDER PROPOSAL BY EVELYN Y. DAVIS	Shr	Against
08	STOCKHOLDER PROPOSAL BY THE SISTERS OF MERCY OF THE AMERICAS, REGIONAL COMMUNITY OF DETROIT CHARITABLE TRUST AND OTHER GROUPS	Shr	Against
09	STOCKHOLDER PROPOSAL BY JOHN CHEVEDDEN	Shr	For

---

MARRIOTT INTERNATIONAL, INC. Agen

---

Security: 571903202  
Meeting Type: Annual  
Meeting Date: 02-May-2008  
Ticker: MAR  
ISIN: US5719032022

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN W. MARRIOTT III	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1D	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1E	ELECTION OF DIRECTOR: DEBRA L. LEE	Mgmt	For
1F	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For
1G	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1H	ELECTION OF DIRECTOR: HARRY J. PEARCE	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM J. SHAW	Mgmt	For
1J	ELECTION OF DIRECTOR: LAWRENCE M. SMALL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

---

MASTERCARD INCORPORATED Agen

---

Security: 57636Q104  
Meeting Type: Annual  
Meeting Date: 03-Jun-2008  
Ticker: MA  
ISIN: US57636Q1040

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BERNARD S.Y. FUNG MARC OLIVIE MARK SCHWARTZ	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2008	Mgmt	For

MCDONALD'S CORPORATION

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 22-May-2008  
Ticker: MCD  
ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RALPH ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1D	ELECTION OF DIRECTOR: CARY D. MCMILLAN	Mgmt	For
1E	ELECTION OF DIRECTOR: SHEILA A. PENROSE	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
02	APPROVAL OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

MERCK & CO., INC.

Agen

Security: 589331107  
Meeting Type: Annual  
Meeting Date: 22-Apr-2008  
Ticker: MRK  
ISIN: US5893311077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For

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

1B	ELECTION OF DIRECTOR: JOHNNETTA B. COLE, PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1D	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1I	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1K	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Mgmt	For
1L	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1M	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
03	STOCKHOLDER PROPOSAL CONCERNING MANAGEMENT COMPENSATION	Shr	Against
04	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
05	STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shr	For
06	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT LEAD DIRECTOR	Shr	For

-----  
MERRILL LYNCH & CO., INC.

----- Agen

-----  
Security: 590188108  
Meeting Type: Annual  
Meeting Date: 24-Apr-2008  
Ticker: MER  
ISIN: US5901881087  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL T. CHRIST	Mgmt	For
1B	ELECTION OF DIRECTOR: ARMANDO M. CODINA	Mgmt	For
1C	ELECTION OF DIRECTOR: JUDITH MAYHEW JONAS	Mgmt	For

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

1D	ELECTION OF DIRECTOR: JOHN A. THAIN	Mgmt	For
02	RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADOPT CUMULATIVE VOTING	Shr	Against
04	PROHIBIT SENIOR EXECUTIVE OFFICER STOCK SALES DURING BUYBACK	Shr	Against
05	ADOPT ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
06	ADOPT RESPONSIBLE EMPLOYMENT PRINCIPLES	Shr	For

-----  
 METLIFE, INC.

-----  
 Agen

Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2008  
 Ticker: MET  
 ISIN: US59156R1086  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SYLVIA MATHEWS BURWELL EDUARDO CASTRO-WRIGHT CHERYL W. GRISE WILLIAM C. STEERE, JR. LULU C. WANG	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2008	Mgmt	For

-----  
 MICROSOFT CORPORATION

-----  
 Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2007  
 Ticker: MSFT  
 ISIN: US5949181045  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM H. GATES, III	Mgmt	For
1B	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES I. CASH JR., PHD	Mgmt	For

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

1D	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
1E	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
1F	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
1I	ELECTION OF DIRECTOR: DR. HELMUT PANKE	Mgmt	For
1J	ELECTION OF DIRECTOR: JON A. SHIRLEY	Mgmt	For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
03	SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.	Shr	Against
04	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against

-----  
 NESTLE S.A.

Agen

Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2008  
 Ticker: NSRGY  
 ISIN: US6410694060  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE 2007 ANNUAL REPORT, OF THE ACCOUNTS OF NESTLE S.A. AND OF THE CONSOLIDATED ACCOUNTS OF THE NESTLE GROUP.	Mgmt	No vote
02	RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.	Mgmt	No vote
03	APPROVAL OF THE APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A.	Mgmt	No vote
4A1	RE-ELECTION OF MR. ANDREAS KOOPMANN, TO THE BOARD OF DIRECTORS.	Mgmt	No vote
4B1	RE-ELECTION OF MR. ROLF HANGGI, TO THE BOARD OF DIRECTORS.	Mgmt	No vote
4A2	ELECTION OF MR. PAUL BULCKE, TO THE BOARD OF DIRECTORS.	Mgmt	No vote
4B2	ELECTION OF MR. BEAT W. HESS, TO THE BOARD OF DIRECTORS.	Mgmt	No vote



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

4C	RE-ELECTION OF THE AUDITORS KPMG KLYNVELD PEAT MARWICK GOERDELER S.A.	Mgmt	No vote
5A	APPROVAL OF THE CAPITAL REDUCTION.	Mgmt	No vote
5B	APPROVAL OF THE SHARE SPLIT.	Mgmt	No vote
5C	APPROVAL OF THE AMENDMENT TO ARTICLES 5 AND 5 BIS PARA. 1 OF THE ARTICLES OF ASSOCIATION.	Mgmt	No vote
06	APPROVAL OF THE PROPOSED REVISED ARTICLES OF ASSOCIATION, AS SET FORTH IN THE COMPANY'S INVITATION ENCLOSED HEREWITH.	Mgmt	No vote
07	MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMANN (AS FURTHER DISCUSSED IN THE COMPANY'S INVITATION).	Mgmt	No vote

-----  
OCCIDENTAL PETROLEUM CORPORATION

Agen

-----  
Security: 674599105  
Meeting Type: Annual  
Meeting Date: 02-May-2008  
Ticker: OXY  
ISIN: US6745991058  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B	ELECTION OF DIRECTOR: RONALD W. BURKLE	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1F	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	For
1G	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1H	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	For
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	For
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For

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

03	SCIENTIFIC REPORT ON GLOBAL WARMING.	Shr	Against
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
05	INDEPENDENCE OF COMPENSATION CONSULTANTS.	Shr	Against
06	PAY-FOR-SUPERIOR-PERFORMANCE PRINCIPLE.	Shr	For
07	SPECIAL SHAREHOLDER MEETINGS.	Shr	For

-----  
 PAYCHEX, INC.

----- Agen

Security: 704326107  
 Meeting Type: Annual  
 Meeting Date: 03-Oct-2007  
 Ticker: PAYX  
 ISIN: US7043261079  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: B. THOMAS GOLISANO	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID J.S. FLASCHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: PHILLIP HORSLEY	Mgmt	For
1D	ELECTION OF DIRECTOR: GRANT M. INMAN	Mgmt	For
1E	ELECTION OF DIRECTOR: PAMELA A. JOSEPH	Mgmt	For
1F	ELECTION OF DIRECTOR: JONATHAN J. JUDGE	Mgmt	For
1G	ELECTION OF DIRECTOR: JOSEPH M. TUCCI	Mgmt	For
1H	ELECTION OF DIRECTOR: JOSEPH M. VELLI	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
 PEPSICO, INC.

----- Agen

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 Ticker: PEP  
 ISIN: US7134481081  
 -----

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

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

1A	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1B	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1C	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1D	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1E	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1F	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1G	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1H	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1I	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	For
1J	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1K	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	For
1L	ELECTION OF DIRECTOR: M.D. WHITE	Mgmt	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	SHAREHOLDER PROPOSAL - BEVERAGE CONTAINER RECYCLING REPORT (PROXY STATEMENT P. 43)	Shr	Against
04	SHAREHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS REPORT (PROXY STATEMENT P. 45)	Shr	Against
05	SHAREHOLDER PROPOSAL - RIGHT TO WATER POLICY (PROXY STATEMENT P. 46)	Shr	Against
06	SHAREHOLDER PROPOSAL - GLOBAL WARMING REPORT (PROXY STATEMENT P. 48)	Shr	Against
07	SHAREHOLDER PROPOSAL - ADVISORY VOTE ON COMPENSATION (PROXY STATEMENT P. 49)	Shr	For

-----  
PUBLIC SERVICE ENTERPRISE GROUP INC.  
-----

Agen

Security: 744573106  
Meeting Type: Annual  
Meeting Date: 15-Apr-2008  
Ticker: PEG  
ISIN: US7445731067  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CONRAD K. HARPER SHIRLEY ANN JACKSON THOMAS A. RENYI	Mgmt Mgmt Mgmt	For For For

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

02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2008.	Mgmt	For
03	STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION.	Shr	Against
04	STOCKHOLDER PROPOSAL RELATING TO THE NOMINATION OF DIRECTORS.	Shr	Against
05	STOCKHOLDER PROPOSAL RELATING TO THE ELECTION OF DIRECTORS.	Shr	Against

-----  
 QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2008  
 Ticker: QCOM  
 ISIN: US7475251036  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE 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	For For For For For For For Withheld For For
02	TO APPROVE AMENDMENTS TO THE 2006 LONG-TERM INCENTIVE PLAN AND AN INCREASE IN THE SHARE RESERVE BY 115,000,000 SHARES.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 28, 2008.	Mgmt	For

-----  
 RAYTHEON COMPANY

Agen

Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 29-May-2008  
 Ticker: RTN  
 ISIN: US7551115071  
 -----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BARBARA M. BARRETT	Mgmt	For
1B	ELECTION OF DIRECTOR: VERNON E. CLARK	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Mgmt	For
1D	ELECTION OF DIRECTOR: FREDERIC M. POSES	Mgmt	Against
1E	ELECTION OF DIRECTOR: MICHAEL C. RUETTIGERS	Mgmt	For
1F	ELECTION OF DIRECTOR: RONALD L. SKATES	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM R. SPIVEY	Mgmt	For
1H	ELECTION OF DIRECTOR: LINDA G. STUNTZ	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS	Shr	For
04	STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

-----  
 Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 09-Apr-2008  
 Ticker: SLB  
 ISIN: AN8068571086  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR P. CAMUS J.S. GORELICK A. GOULD T. ISAAC N. KUDRYAVTSEV A. LAJOUS M.E. MARKS D. PRIMAT L.R. REIF T.I. SANDVOLD N. SEYDOUX L.G. STUNTZ	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	ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS	Mgmt	For
03	APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008	Mgmt	For

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

STOCK INCENTIVE PLAN

04 APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING Mgmt For  
FIRM

-----  
SIMON PROPERTY GROUP, INC. Agen

-----  
Security: 828806109  
Meeting Type: Annual  
Meeting Date: 08-May-2008  
Ticker: SPG  
ISIN: US8288061091  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BIRCH BAYH MELVYN E. BERGSTEIN LINDA WALKER BYNOE KAREN N. HORN REUBEN S. LEIBOWITZ J. ALBERT SMITH, JR. PIETER S. VAN DEN BERG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
03	TO APPROVE THE AMENDED SIMON PROPERTY GROUP, L.P. 1998 STOCK INCENTIVE PLAN.	Mgmt	For
04	THE STOCKHOLDER PROPOSAL TO ADOPT A "PAY FOR SUPERIOR PERFORMANCE PRINCIPLE (SIC)."	Shr	For

-----  
STAPLES, INC. Agen

-----  
Security: 855030102  
Meeting Type: Annual  
Meeting Date: 09-Jun-2008  
Ticker: SPLS  
ISIN: US8550301027  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	For

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

1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	For
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	For
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1I	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	For
1J	ELECTION OF DIRECTOR: MARTIN TRUST	Mgmt	For
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	For
02	TO APPROVE AN AMENDMENT TO STAPLES' CERTIFICATE OF INCORPORATION DELETING ARTICLE XII TO REMOVE PROVISIONS THAT REQUIRE HOLDERS OF AT LEAST TWO-THIRDS OF STAPLES' OUTSTANDING VOTING STOCK TO APPROVE CERTAIN SIGNIFICANT CORPORATE TRANSACTIONS.	Mgmt	For
03	TO APPROVE STAPLES' EXECUTIVE OFFICER INCENTIVE PLAN FOR THE FISCAL YEARS 2008 THROUGH 2012.	Mgmt	For
04	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE TOTAL NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 15,100,000 SHARES, FROM 62,330,000 SHARES TO 77,430,000 SHARES.	Mgmt	For
05	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
06	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING STOCKHOLDERS' ABILITY TO CALL SPECIAL MEETINGS EXPECTED TO COME BEFORE THE MEETING.	Shr	For

-----  
STATE STREET CORPORATION

Agen

-----  
Security: 857477103  
Meeting Type: Annual  
Meeting Date: 30-Apr-2008  
Ticker: STT  
ISIN: US8574771031  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR K. BURNES P. COYM	Mgmt Mgmt	For For

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

	N. DAREHSHORI	Mgmt	For
	A. FAWCETT	Mgmt	For
	D. GRUBER	Mgmt	For
	L. HILL	Mgmt	For
	C. LAMANTIA	Mgmt	For
	R. LOGUE	Mgmt	For
	M. MISKOVIC	Mgmt	For
	R. SERGEL	Mgmt	For
	R. SKATES	Mgmt	For
	G. SUMME	Mgmt	For
	R. WEISSMAN	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2008.	Mgmt	For
03	TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO RESTRICTIONS IN SERVICES PERFORMED BY STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Shr	Against

-----  
 SYSCO CORPORATION

Agen

-----  
 Security: 871829107  
 Meeting Type: Annual  
 Meeting Date: 09-Nov-2007  
 Ticker: SYY  
 ISIN: US8718291078  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	TO ELECT DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING OF STOCKHOLDERS IN 2010: JOHN M. CASSADAY	Mgmt	For
1B	TO ELECT DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING OF STOCKHOLDERS IN 2010: MANUEL A. FERNANDEZ	Mgmt	For
1C	TO ELECT DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING OF STOCKHOLDERS IN 2010: JACKIE M. WARD	Mgmt	For
02	TO APPROVE THE 2007 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE THE AMENDED AND RESTATED SYSCO CORPORATION 1974 EMPLOYEES' STOCK PURCHASE PLAN TO (A) RESERVE 6,000,000 ADDITIONAL SHARES OF SYSCO CORPORATION COMMON STOCK FOR ISSUANCE UNDER SUCH PLAN AND (B) PROVIDE THAT, WITH RESPECT TO SYSCO'S FOREIGN SUBSIDIARIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS SYSCO'S INDEPENDENT ACCOUNTANTS FOR FISCAL 2008.	Mgmt	For



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

T. ROWE PRICE GROUP, INC.

Agen

Security: 74144T108  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2008  
 Ticker: TROW  
 ISIN: US74144T1088

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWARD C. BERNARD	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES T. BRADY	Mgmt	For
1C	ELECTION OF DIRECTOR: J. ALFRED BROADDUS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: DONALD B. HEBB, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES A.C. KENNEDY	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. ALFRED SOMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: DWIGHT S. TAYLOR	Mgmt	For
1I	ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE	Mgmt	For
02	APPROVAL OF THE PROPOSED CHARTER AMENDMENT TO INCREASE AUTHORIZED COMMON STOCK	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
04	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AND FURTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS AND POSTPONEMENTS THEREOF	Mgmt	Against

TEXAS INSTRUMENTS INCORPORATED

Agen

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2008  
 Ticker: TXN  
 ISIN: US8825081040

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

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

1A	ELECTION OF DIRECTOR: J.R. ADAMS	Mgmt	For
1B	ELECTION OF DIRECTOR: D.L. BOREN	Mgmt	For
1C	ELECTION OF DIRECTOR: D.A. CARP	Mgmt	For
1D	ELECTION OF DIRECTOR: C.S. COX	Mgmt	For
1E	ELECTION OF DIRECTOR: D.R. GOODE	Mgmt	For
1F	ELECTION OF DIRECTOR: P.H. PATSLEY	Mgmt	For
1G	ELECTION OF DIRECTOR: W.R. SANDERS	Mgmt	For
1H	ELECTION OF DIRECTOR: R.J. SIMMONS	Mgmt	For
1I	ELECTION OF DIRECTOR: R.K. TEMPLETON	Mgmt	For
1J	ELECTION OF DIRECTOR: C.T. WHITMAN	Mgmt	For
02	BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS FOR DIRECTOR NOMINEES.	Shr	Against

-----  
 THE BOEING COMPANY

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2008  
 Ticker: BA  
 ISIN: US0970231058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN H. BIGGS	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM M. DALEY	Mgmt	For
1F	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES L. JONES	Mgmt	For
1H	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Mgmt	For

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

1J	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
02	ADVISORY VOTE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR.	Mgmt	For
03	PREPARE A REPORT ON FOREIGN MILITARY SALES	Shr	Against
04	ADOPT HEALTH CARE PRINCIPLES	Shr	Against
05	ADOPT, IMPLEMENT AND MONITOR HUMAN RIGHTS POLICIES	Shr	Against
06	REQUIRE AN INDEPENDENT LEAD DIRECTOR	Shr	For
07	REQUIRE PERFORMANCE-BASED STOCK OPTIONS	Shr	For
08	REQUIRE AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Shr	For
09	REQUIRE SHAREHOLDER APPROVAL OF FUTURE SEVERANCE ARRANGEMENTS	Shr	For

-----  
 THE CHUBB CORPORATION

Agen

Security: 171232101  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2008  
 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
1L	ELECTION OF DIRECTOR: ALFRED W. ZOLLAR	Mgmt	For

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

02 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: 16-Apr-2008  
 Ticker: KO  
 ISIN: US1912161007  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Mgmt	For
1D	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	Against
1E	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: E. NEVILLE ISDELL	Mgmt	For
1G	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1I	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
1J	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1K	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1L	ELECTION OF DIRECTOR: PETER V. UEERROTH	Mgmt	For
1M	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
1N	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF THE COCA-COLA COMPANY 2008 STOCK OPTION PLAN	Mgmt	For
04	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
05	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shr	For
06	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against

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

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

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2008  
 Ticker: GS  
 ISIN: US38141G1040  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF LLOYD C. BLANKFEIN TO THE BOARD OF DIRECTORS	Mgmt	For
1B	ELECTION OF JOHN H. BRYAN TO THE BOARD OF DIRECTORS	Mgmt	For
1C	ELECTION OF GARY D. COHN TO THE BOARD OF DIRECTORS	Mgmt	For
1D	ELECTION OF CLAES DAHLBACK TO THE BOARD OF DIRECTORS	Mgmt	For
1E	ELECTION OF STEPHEN FRIEDMAN TO THE BOARD OF DIRECTORS	Mgmt	For
1F	ELECTION OF WILLIAM W. GEORGE TO THE BOARD OF DIRECTORS	Mgmt	For
1G	ELECTION OF RAJAT K. GUPTA TO THE BOARD OF DIRECTORS	Mgmt	For
1H	ELECTION OF JAMES A. JOHNSON TO THE BOARD OF DIRECTORS	Mgmt	For
1I	ELECTION OF LOIS D. JULIBER TO THE BOARD OF DIRECTORS	Mgmt	For
1J	ELECTION OF EDWARD M. LIDDY TO THE BOARD OF DIRECTORS	Mgmt	For
1K	ELECTION OF RUTH J. SIMMONS TO THE BOARD OF DIRECTORS	Mgmt	For
1L	ELECTION OF JON WINKELRIED TO THE BOARD OF DIRECTORS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR 2008 FISCAL YEAR	Mgmt	For
03	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS	Shr	Against
04	SHAREHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
05	SHAREHOLDER PROPOSAL REQUESTING A SUSTAINABILITY REPORT	Shr	Against

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

-----  
 THE HARTFORD FINANCIAL SVCS GROUP, INC.  
 -----

Agen

Security: 416515104  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: HIG  
 ISIN: US4165151048  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RAMANI AYER	Mgmt	For
1B	ELECTION OF DIRECTOR: RAMON DE OLIVEIRA	Mgmt	For
1C	ELECTION OF DIRECTOR: TREVOR FETTER	Mgmt	For
1D	ELECTION OF DIRECTOR: EDWARD J. KELLY, III	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL G. KIRK, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS M. MARRA	Mgmt	For
1G	ELECTION OF DIRECTOR: GAIL J. MCGOVERN	Mgmt	For
1H	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1I	ELECTION OF DIRECTOR: CHARLES B. STRAUSS	Mgmt	For
1J	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008.	Mgmt	For

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

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 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

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

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: BRIAN C. CORNELL	Mgmt	For
1I	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1J	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 FEBRUARY 1, 2009	Mgmt	For
03	TO APPROVE THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN	Mgmt	For
04	TO APPROVE AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF RESERVED SHARES	Mgmt	For
05	SHAREHOLDER PROPOSAL REGARDING POLITICAL NONPARTISANSHIP	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
07	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT DISCLOSURE	Shr	Against
08	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION	Shr	For
09	SHAREHOLDER PROPOSAL REGARDING PAY-FOR-SUPERIOR PERFORMANCE	Shr	For

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

Agen

-----  
 Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2008  
 Ticker: PNC  
 ISIN: US6934751057  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	MR. BERNDT	Mgmt	For
	MR. BUNCH	Mgmt	For
	MR. CHELLGREN	Mgmt	For
	MR. CLAY	Mgmt	For
	MR. DAVIDSON	Mgmt	For
	MS. JAMES	Mgmt	For
	MR. KELSON	Mgmt	For

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

	MR. LINDSAY	Mgmt	For
	MR. MASSARO	Mgmt	For
	MS. PEPPER	Mgmt	For
	MR. ROHR	Mgmt	For
	MR. SHEPARD	Mgmt	For
	MS. STEFFES	Mgmt	For
	MR. STRIGL	Mgmt	For
	MR. THIEKE	Mgmt	For
	MR. USHER	Mgmt	For
	MR. WALLS	Mgmt	For
	MR. WEHMEIER	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

-----  
 THE PROCTER & GAMBLE COMPANY

Agen

-----  
 Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 09-Oct-2007  
 Ticker: PG  
 ISIN: US7427181091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RAJAT K. GUPTA A.G. LAFLEY LYNN M. MARTIN JOHNATHAN A. RODGERS JOHN F. SMITH, JR. RALPH SNYDERMAN, M.D. MARGARET C. WHITMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL #1 - AWARD NO FUTURE STOCK OPTIONS	Shr	Against
04	SHAREHOLDER PROPOSAL #2 - REPORT ON COMPANY POLICIES AND ACTIVITIES	Shr	Against
05	SHAREHOLDER PROPOSAL #3 - ANIMAL TESTING	Shr	Against

-----  
 THE TRAVELERS COMPANIES, INC.

Agen

-----  
 Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: TRV  
 -----



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

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: GLEN D. NELSON, MD	Mgmt	For
1M	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2008  
 Ticker: DIS  
 ISIN: US2546871060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For

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

1F	ELECTION OF DIRECTOR: STEVEN P. JOBS	Mgmt	Against
1G	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2008.	Mgmt	For
03	TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO APPROVE THE TERMS OF THE AMENDED AND RESTATED 2002 EXECUTIVE PERFORMANCE PLAN.	Mgmt	For

-----  
 THE WILLIAMS COMPANIES, INC. Agen  
 -----

Security: 969457100  
 Meeting Type: Annual  
 Meeting Date: 15-May-2008  
 Ticker: WMB  
 ISIN: US9694571004  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND	Mgmt	For
1B	ELECTION OF DIRECTOR: JUANITA H. HINSHAW	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANK T. MACINNIS	Mgmt	For
1D	ELECTION OF DIRECTOR: STEVEN J. MALCOLM	Mgmt	For
1E	ELECTION OF DIRECTOR: JANICE D. STONEY	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2008.	Mgmt	For

-----  
 THERMO FISHER SCIENTIFIC INC. Agen  
 -----

Security: 883556102  
 Meeting Type: Annual

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

Meeting Date: 20-May-2008  
 Ticker: TMO  
 ISIN: US8835561023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SCOTT M. SPERLING	Mgmt	For
1B	ELECTION OF DIRECTOR: BRUCE L. KOEPFGEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL E. PORTER	Mgmt	For
02	APPROVAL AND ADOPTION OF THE THERMO FISHER SCIENTIFIC INC. 2008 STOCK INCENTIVE PLAN.	Mgmt	For
03	APPROVAL AND ADOPTION OF THE THERMO FISHER SCIENTIFIC INC. 2008 ANNUAL INCENTIVE AWARD PLAN.	Mgmt	For
04	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For

TIME WARNER INC.

Agen

Security: 887317105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2008  
 Ticker: TWX  
 ISIN: US8873171057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Mgmt	For
1C	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1D	ELECTION OF DIRECTOR: FRANK J. CAUFIELD	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT C. CLARK	Mgmt	For
1F	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Mgmt	For
1G	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Mgmt	For
1H	ELECTION OF DIRECTOR: REUBEN MARK	Mgmt	For
1I	ELECTION OF DIRECTOR: MICHAEL A. MILES	Mgmt	For
1J	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Mgmt	For
1K	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	For
1L	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Mgmt	For

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

02	COMPANY PROPOSAL TO AMEND THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE REMAINING SUPER-MAJORITY VOTE REQUIREMENTS.	Mgmt	For
03	COMPANY PROPOSAL TO APPROVE THE AMENDED AND RESTATED TIME WARNER INC. ANNUAL BONUS PLAN FOR EXECUTIVE OFFICERS.	Mgmt	For
04	RATIFICATION OF AUDITORS.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.	Shr	For

-----  
 TRANSOCEAN INC

Agen

Security: G90073100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2008  
 Ticker: RIG  
 ISIN: KYG900731004  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JON A. MARSHALL	Mgmt	For
1B	ELECTION OF DIRECTOR: MARTIN B. MCNAMARA	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT E. ROSE	Mgmt	For
1D	ELECTION OF DIRECTOR: IAN C. STRACHAN	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	Mgmt	For

-----  
 TRANSOCEAN INC.

Agen

Security: G90078109  
 Meeting Type: Special  
 Meeting Date: 09-Nov-2007  
 Ticker: RIG  
 ISIN: KYG900781090  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX G, WHICH PROVIDES FOR THE RECLASSIFICATION OF OUR ORDINARY SHARES.	Mgmt	For

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

02	APPROVAL OF THE ISSUANCE OF OUR ORDINARY SHARES TO SHAREHOLDERS OF GLOBALSANTAFE CORPORATION IN THE MERGER UNDER THE TERMS OF THE AGREEMENT AND PLAN OF MERGER, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX A.	Mgmt	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR MEMORANDUM AND ARTICLES OF ASSOCIATION TO, AMONG OTHER THINGS, INCREASE THE MAXIMUM NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS OF TRANSOCEAN INC. FROM 13 TO 14, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For

-----  
U.S. BANCORP

-----  
Agen

Security: 902973304  
Meeting Type: Annual  
Meeting Date: 15-Apr-2008  
Ticker: USB  
ISIN: US9029733048  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: DOUGLAS M. BAKER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: JOEL W. JOHNSON	Mgmt	For
1C	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: DAVID B. O'MALEY	Mgmt	For
1D	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: O'DELL M. OWENS, M.D., M.P.H.	Mgmt	For
1E	ELECTION OF DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING IN 2009: CRAIG D. SCHNUCK	Mgmt	For
02	RATIFY SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE 2008 FISCAL YEAR.	Mgmt	For
03	SHAREHOLDER PROPOSAL: ANNUAL RATIFICATION OF EXECUTIVE OFFICER COMPENSATION.	Shr	For
04	SHAREHOLDER PROPOSAL: SEPARATE THE ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER.	Shr	Against

-----  
UNITED TECHNOLOGIES CORPORATION

-----  
Agen

Security: 913017109  
Meeting Type: Annual

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

Meeting Date: 09-Apr-2008  
 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 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	For For For For For For For For For For For For
02	APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF AMENDMENT TO THE 2005 LONG-TERM INCENTIVE PLAN	Mgmt	For
04	SHAREOWNER PROPOSAL: PRINCIPLES FOR HEALTH CARE REFORM	Shr	Against
05	SHAREOWNER PROPOSAL: GLOBAL SET OF CORPORATE STANDARDS	Shr	Against
06	SHAREOWNER PROPOSAL: PAY FOR SUPERIOR PERFORMANCE	Shr	Against
07	SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES	Shr	Against

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 01-May-2008  
 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

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 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ELIMINATE STOCK OPTIONS	Shr	Against
04	GENDER IDENTITY NONDISCRIMINATION POLICY	Shr	Against
05	SEPARATE OFFICES OF CHAIRMAN AND CEO	Shr	Against

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

-----  
Agen

-----  
Security: 931142103  
Meeting Type: Annual  
Meeting Date: 06-Jun-2008  
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: DAVID D. GLASS	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

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

1L	ELECTION OF DIRECTOR: JIM C. WALTON	Mgmt	For
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Mgmt	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	For
02	APPROVAL OF MANAGEMENT INCENTIVE PLAN, AS AMENDED AND RESTATED	Mgmt	For
03	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
04	AMEND EQUAL EMPLOYMENT OPPORTUNITY POLICY	Shr	Against
05	PAY-FOR-SUPERIOR-PERFORMANCE	Shr	For
06	RECOUPMENT OF SENIOR EXECUTIVE COMPENSATION POLICY	Shr	Against
07	ESTABLISH HUMAN RIGHTS COMMITTEE	Shr	Against
08	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
09	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
10	SOCIAL AND REPUTATION IMPACT REPORT	Shr	Against
11	SPECIAL SHAREHOLDERS' MEETING	Shr	Against

-----  
WYETH

-----  
Agen

Security: 983024100  
Meeting Type: Annual  
Meeting Date: 24-Apr-2008  
Ticker: WYE  
ISIN: US9830241009  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT M. AMEN	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL J. CRITELLI	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT ESSNER	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN D. FEERICK	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1F	ELECTION OF DIRECTOR: VICTOR F. GANZI	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT LANGER	Mgmt	For



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

1H	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1I	ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE	Mgmt	For
1J	ELECTION OF DIRECTOR: MARY LAKE POLAN	Mgmt	For
1K	ELECTION OF DIRECTOR: BERNARD POUSSOT	Mgmt	For
1L	ELECTION OF DIRECTOR: GARY L. ROGERS	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN R. TORELL III	Mgmt	For
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008	Mgmt	For
03	VOTE TO AMEND AND RESTATE THE WYETH 2005 STOCK INCENTIVE PLAN	Mgmt	For
04	VOTE TO ADOPT THE WYETH 2008 NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN	Mgmt	For
05	STOCKHOLDER PROPOSAL ON REPORTING THE COMPANY'S POLITICAL CONTRIBUTIONS AND TRADE ASSOCIATION PAYMENTS	Shr	Against
06	STOCKHOLDER PROPOSAL ON ADOPTION OF A BY-LAW FOR THE RECOUPMENT OF INCENTIVE BONUSES	Shr	Against

-----  
 ZIMMER HOLDINGS, INC.

-----  
 Agen

Security: 98956P102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2008  
 Ticker: ZMH  
 ISIN: US98956P1021  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID C. DVORAK	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For
1D	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Mgmt	For
02	AUDITOR RATIFICATION	Mgmt	For
03	APPROVAL OF THE AMENDED ZIMMER HOLDINGS, INC. EXECUTIVE PERFORMANCE INCENTIVE PLAN	Mgmt	For
04	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS	Mgmt	For

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

\* Management position unknown

## SIGNATURES

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

(Registrant)	Eaton Vance Risk-Managed Diversified Equity Income Fund
By (Signature)	/s/ Duncan W. Richardson
Name	Duncan W. Richardson
Title	President
Date	08/27/2008