

JOHN HANCOCK PREMIUM DIVIDEND FUND  
Form DEFA14A  
November 30, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (Amendment No. \_\_\_\_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under §240.14a-12

**JOHN HANCOCK PREMIUM DIVIDEND FUND**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**John Hancock Premium Dividend Fund**  
**(previously known as John Hancock Patriot Premium Dividend Fund II)**  
**Important Notice Regarding the Availability of Proxy Materials**  
**for the Shareholder Meeting to Be Held on January 21, 2011**

**This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**To view the proxy materials go to:**

**[www.proxypush.com/](http://www.proxypush.com/)**

**To vote your proxy while visiting this site you will need the 12 digit control number in the box below.**

***If you want to receive a paper or e-mail copy of the proxy materials, you must request one, otherwise you will not receive paper or email copy of these documents. There is no charge to you for requesting a copy. In order to receive a paper package in time for the shareholder meeting, you must make this request on or before January 11, 2011.***

**The President's Letter, Notice of Annual Meeting of Shareholders and Proxy Statement are available at:  
[www.proxypush.com/](http://www.proxypush.com/)**

Proxy materials may be requested by one of the following methods:

**[www.investorelections.com/](http://www.investorelections.com/)**

**(866) 648-8133**

**[paper@investorelections.com](mailto:paper@investorelections.com)**

**You must use the 12 digit control number  
located in the box below.**

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

**View Materials Online at [www.proxypush.com/](http://www.proxypush.com/)  
A convenient way to view proxy materials and VOTE!**

To view your proxy materials online, go to [www.proxypush.com/](http://www.proxypush.com/)

Have the 12 digit control number available when you access the website and follow the instructions.

**John Hancock Premium Dividend Fund**  
**(previously known as John Hancock Patriot Premium Dividend Fund II)**  
**Meeting Information**

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Meeting Type: Annual Meeting of Shareholders  
For Holders as of: November 8, 2010  
Date: Friday, January 21, 2011  
Time: 02:00 PM, Eastern Time  
Place: Offices of the Fund, 601 Congress Street,  
Boston, Massachusetts 02210  
Directions to Meeting: <http://www.jhfunds.com/proxy>  
**SEE REVERSE FOR FULL AGENDA**

**CUSIP:**

**EVENT:**

**CONTROL NUMBER**

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**John Hancock Premium Dividend Fund**

**(previously known as John Hancock Patriot Premium Dividend Fund II)**

**THE BOARD OF TRUSTEES RECOMMENDS A VOTE FOR PROPOSAL 1.**

1. Election of Trustees
  - 1.01 James F. Carlin
  - 1.02 William H. Cunningham
  - 1.03 Gregory A. Russo

NOTE: To transact such other business as may properly come before the meeting or any adjournment of the meeting.

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Proxy Voting - Notice & Access

**Proxy Voting Site**

**Welcome to the  
John Hancock Closed - End Funds  
Notice & Access Shareholder Portal**

Changes to SEC proxy requirements concerning proxy material delivery give companies the opportunity to reduce printing and mailing expenses by providing shareholders electronic access to proxy materials. If you wish to receive a hardcopy of the proxy materials, please do so by selecting [Click Here](#) in the area titled [To Request Printed Proxy Materials](#) below and see instructions on how to receive, at no-cost to you, a full-set of proxy materials via first class U.S. mail. After reviewing the proxy materials, please vote your shares by clicking on [Vote Now](#) and following the subsequent instructions.

**Please review the Proxy Materials before voting your shares**

**To review the Proxy Materials**

Click on Link Below

**The President's Letter**

**Notice of Annual Meeting**

**Proxy Statement**

**To Vote Your Shares by Internet  
To vote by Telephone: 1-866-540-5760**

**To Request Printed Proxy Materials  
[Click Here](#)**

John Hancock Closed End Funds

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Proxy Voting

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**Enter your 11-digit control number located in the shaded box  
on the Proxy Ballot or on the Notice Regarding  
the Availability of Proxy Materials.  
Do not enter any spaces.**

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**Proxy Voting Site**

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**Welcome to the  
John Hancock Premium Dividend Fund  
Proxy Voting Site  
JOHN HANCOCK PREMIUM DIVIDEND FUND  
(previously known as John Hancock Patriot Premium Dividend Fund II)  
Annual Meeting of Shareholders  
January 21, 2011**

The undersigned shareholder of John Hancock Premium Dividend Fund (the Fund ) hereby appoints KEITH F. HARTSTEIN, SALVATORE SCHIAVONE, THOMAS M. KINZLER, CHARLES A. RIZZO, KINGA KAPUSCINSKI, and JULIE B. LYMAN, and each of them singly, proxies and attorneys of the undersigned, with full power of substitution to each, for and in the name of the undersigned, to vote and act upon all matters at the Annual Meeting of Shareholders of the Fund to be held on Friday, January 21, 2011 at the offices of the Fund, 601 Congress Street, Boston, Massachusetts 02210, at 2:00 p.m., Eastern time, and at any and all adjournments thereof, in respect of all common shares of the Fund held by the undersigned or in respect of which the undersigned would be entitled to vote or act, with all powers the undersigned would possess if personally present. All proxies previously given by the undersigned in respect of said meeting are hereby revoked.

**Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your Proxy Card.**

**Before you vote, if you would like to review the President's Letter, Notice of Annual Meeting of Shareholders, and Proxy Statement - [Click Here](#)**

**Return by simply closing the newly opened browser window.**

**The Board of Trustees recommends a vote  
For each of the Nominees.**

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Proxy Voting Welcome

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**1. Election of Trustees:**

**(01) James F. Carlin**

**(02) William H. Cunningham**

**(03) Gregory A. Russo**

Privacy Statement

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Proxy Voting

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**To Vote On The Proposal for John Hancock Premium Dividend  
Fund Check The Box Below:  
The Board of Trustees recommends a vote  
For each of the Nominees.**

**PROPOSAL 1**

**Election of Trustees:**

- (01) James F. Carlin**
- (02) William H. Cunningham**
- (03) Gregory A.  
Russo**

**(INSTRUCTIONS: To withhold authority to vote for any individual nominee, check the  
Exceptions box below and check the box next to that nominee s name.)**

**For All**

**Withhold For All**

**\*Exceptions**

- 01 James F. Carlin**
- 02 William H. Cunningham**
- 03 Gregory A. Russo**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before  
the meeting, or at any adjournment thereof.**

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Proxy Voting

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**I Vote As The Board Of Trustees Recommends**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting, or at any adjournment thereof.**

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Proxy Voting

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**JOHN HANCOCK PREMIUM DIVIDEND FUND THANKS YOU FOR VOTING  
ELECTRONICALLY**

**Voting Summary**

**Your Control Number:**

**11/29/2010 2:45:09 PM EDT**

**Trustees: James F. Carlin, William H. Cunningham, Gregory A. Russo**

**You Voted: For All**

**To change your address click [here](#).**

**THANK YOU FOR VOTING**

**Your vote has been successfully recorded and will be tabulated by BNY Mellon Shareowner Services within 24 hours. It is not necessary for you to mail back your voting card.**

**To vote another Proxy - [CLICK HERE](#).**

**Please exit your browser program for maximum security.**

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To Request Copies of Printed Proxy Materials  
to be sent via U.S.P.S first class mail:  
Please have your 11-digit Control Number available when requesting printed materials:  
**By Phone: 1-888-313-0164**  
**(outside of the U.S. and Canada, Dial: 1-201-680-6688)**

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**Welcome to the  
Notice & Access Shareholder Portal**  
To Request Copies of Printed Proxy Materials  
to be sent via U.S.P.S first class mail:

**Your Name \***

Please complete all of the fields and select Request Copy of Proxy Materials . Please note: By requesting to receive printed materials, your preference to receive printed materials in future proxy mailings will be kept on our file. Thank you.

**Your e-mail address**

**Your 11-Digit Control Number \***

**How to locate your 11-Digit Control Number** Your Control Number is the 11-digit number located on the bottom right-hand corner of the Notice of Internet Availability of Proxy Materials you received in the mail, printed in a grey tinted box.

\* required fields

*If you have lost or misplaced your 11-Digit Control Number,* please call toll-free 1-888-313-0164 and we will be able to assist you with your request for printed proxy materials. (Outside of the U.S. and Canada, Dial: 1-201-680-6688)