

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 07, 2012

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

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

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2011 - 06/30/2012

Eaton Vance Risk-Managed Diversified Equity Income Fund

ACCENTURE PLC

Agen

Security: G1151C101
Meeting Type: Annual
Meeting Date: 09-Feb-2012
Ticker: ACN
ISIN: IE00B4BNMY34

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2011 AS PRESENTED	Mgmt	For
2A	RE-APPOINTMENT OF DIRECTOR: DINA DUBLON	Mgmt	For
2B	RE-APPOINTMENT OF DIRECTOR: WILLIAM D. GREEN	Mgmt	For

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

2C	RE-APPOINTMENT OF DIRECTOR: NOBUYUKI IDEI	Mgmt	For
2D	RE-APPOINTMENT OF DIRECTOR: MARJORIE MAGNER	Mgmt	For
03	RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION	Mgmt	For
04	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
05	APPROVAL OF AMENDMENTS TO ACCENTURE PLC'S ARTICLES OF ASSOCIATION TO PROVIDE FOR THE PHASED-IN DECLASSIFICATION OF THE BOARD, BEGINNING IN 2013	Mgmt	For
06	AUTHORIZATION TO HOLD THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
07	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
08	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For

AFLAC INCORPORATED

Agen

Security: 001055102
Meeting Type: Annual
Meeting Date: 07-May-2012
Ticker: AFL
ISIN: US0010551028

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

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

1H.	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Mgmt	For
1I.	ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARVIN R. SCHUSTER	Mgmt	For
1L.	ELECTION OF DIRECTOR: MELVIN T. STITH	Mgmt	For
1M.	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Mgmt	For
1N.	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Mgmt	Against
2.	TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFI CERS, AS DESCRIBED N THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE IN THE PROXY STATEMENT.	Mgmt	For
3.	TO CONSIDER AND ADOPT AN AMENDED AND RESTATED 2004 AFLAC INCORPORATED LONG-TERM INCENTIVE PLAN ("LTIP"), WITH NO ADDITIONAL SHARES AUTHORIZED UNDER THE LTIP.	Mgmt	For
4.	TO CONSIDER AND ADOPT AN AMENDED AND RESTATED 2013 MANAGEMENT INCENTIVE PLAN.	Mgmt	For
5.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

 AGILENT TECHNOLOGIES, INC.

Agenn

 Security: 00846U101
 Meeting Type: Annual
 Meeting Date: 21-Mar-2012
 Ticker: A
 ISIN: US00846U1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT J. HERBOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: KOH BOON HWEE	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM P. SULLIVAN	Mgmt	For
02	TO RATIFY THE AUDIT AND FINANCE COMMITTEE'S	Mgmt	For

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

APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP
AS AGILENT'S INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM.

03	TO APPROVE THE COMPENSATION OF AGILENT'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
----	--------------------------------------------------------------------	------	-----

AIR PRODUCTS AND CHEMICALS, INC. Agen

Security: 009158106
Meeting Type: Annual
Meeting Date: 26-Jan-2012
Ticker: APD
ISIN: US0091581068

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARIO L. BAEZA	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN K. CARTER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN E. MCGLADE	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. TO RATIFY APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt	For

ALLERGAN, INC. Agen

Security: 018490102
Meeting Type: Annual
Meeting Date: 01-May-2012
Ticker: AGN
ISIN: US0184901025

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID E.I. PYOTT	Mgmt	For
1B.	ELECTION OF DIRECTOR: HERBERT W. BOYER, PH.D.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DEBORAH DUNSIRE, M.D.	Mgmt	For
1D.	ELECTION OF DIRECTOR: MICHAEL R. GALLAGHER	Mgmt	For

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

1E.	ELECTION OF DIRECTOR: DAWN HUDSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT A. INGRAM	Mgmt	For
1G.	ELECTION OF DIRECTOR: TREVOR M. JONES, PH.D.	Mgmt	For
1H.	ELECTION OF DIRECTOR: LOUIS J. LAVIGNE, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: RUSSELL T. RAY	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEPHEN J. RYAN, M.D.	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
3.	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING (SPECIAL STOCKHOLDER MEETINGS).	Shr	For

 AMAZON.COM, INC.

Agen

 Security: 023135106
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: AMZN
 ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: BLAKE G. KRIKORIAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1H.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1J.	ELECTION OF DIRECTOR: PATRICIA Q.	Mgmt	For

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

STONESIFER

2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS, AS AMENDED, PURSUANT TO SECTION 162 (M) OF THE INTERNAL REVENUE CODE IN OUR 1997 STOCK INCENTIVE PLAN	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT ON CLIMATE CHANGE	Shr	Against
5.	SHAREHOLDER PROPOSAL CALLING FOR CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

 AMERICAN ELECTRIC POWER COMPANY, INC.

Agent

 Security: 025537101
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: AEP
 ISIN: US0255371017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NICHOLAS K. AKINS	Mgmt	For
1B.	ELECTION OF DIRECTOR: DAVID J. ANDERSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES F. CORDES	Mgmt	For
1D.	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Mgmt	For
1F.	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
1I.	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Mgmt	For
1J.	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For
1K.	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Mgmt	For
1L.	ELECTION OF DIRECTOR: JOHN F. TURNER	Mgmt	For
2.	APPROVAL OF THE AMERICAN ELECTRIC POWER SYSTEM SENIOR OFFICER INCENTIVE PLAN.	Mgmt	For
3.	APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Mgmt	For

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

FIRM FOR FISCAL YEAR ENDING DECEMBER 31,
2012.

- | | | | |
|----|---------------------------------------------------------------|------|-----|
| 4. | ADVISORY APPROVAL OF THE COMPANY'S
EXECUTIVE COMPENSATION. | Mgmt | For |
|----|---------------------------------------------------------------|------|-----|

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109
Meeting Type: Annual
Meeting Date: 30-Apr-2012
Ticker: AXP
ISIN: US0258161092

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN T.J. LEONSIS J. LESCHLY R.C. LEVIN R.A. MCGINN E.D. MILLER S.S REINEMUND R.D. WALTER R.A. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF PERFORMANCE GOALS AND AWARD LIMITS UNDER 2007 INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
6.	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Shr	Against

AMERICAN TOWER CORPORATION

Agen

Security: 029912201
Meeting Type: Special

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

Meeting Date: 29-Nov-2011
 Ticker: AMT
 ISIN: US0299122012

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 24, 2011, BETWEEN AMERICAN TOWER CORPORATION AND AMERICAN TOWER REIT, INC., WHICH IS PART OF THE REORGANIZATION OF AMERICAN TOWER'S OPERATIONS THROUGH WHICH AMERICAN TOWER INTENDS TO QUALIFY AS A REIT FOR FEDERAL INCOME TAX PURPOSES.	Mgmt	For
02	PROPOSAL TO PERMIT THE BOARD OF DIRECTORS OF AMERICAN TOWER CORPORATION TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE ORIGINALLY SCHEDULED TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1.	Mgmt	For

AMERISOURCEBERGEN CORPORATION

Agen

Security: 03073E105
 Meeting Type: Annual
 Meeting Date: 01-Mar-2012
 Ticker: ABC
 ISIN: US03073E1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN H. COLLIS	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD C. GOZON	Mgmt	For
1C	ELECTION OF DIRECTOR: KATHLEEN W. HYLE	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL J. LONG	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AMERISOURCEBERGEN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
03	TO CONDUCT AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

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

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107
 Meeting Type: Annual
 Meeting Date: 15-May-2012
 Ticker: APC
 ISIN: US0325111070

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: KEVIN P. CHILTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: LUKE R. CORBETT	Mgmt	For
1C.	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1D.	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD L. GEORGE	Mgmt	For
1F.	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Mgmt	For
1G.	ELECTION OF DIRECTOR: CHARLES W. GOODYEAR	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
1J.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Mgmt	For
1K.	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Mgmt	For
1L.	ELECTION OF DIRECTOR: R.A. WALKER	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
3.	APPROVE THE ANADARKO PETROLEUM CORPORATION 2012 OMNIBUS INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
5.	STOCKHOLDER PROPOSAL-ADOPTION OF POLICY OF INDEPENDENT DIRECTOR CHAIRMAN.	Shr	For
6.	STOCKHOLDER PROPOSAL-GENDER IDENTITY NON-DISCRIMINATION POLICY.	Shr	Against
7.	STOCKHOLDER PROPOSAL-ADOPTION OF POLICY ON ACCELERATED VESTING OF EQUITY AWARDS.	Shr	For
8.	STOCKHOLDER PROPOSAL-REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

AON CORPORATION

Agen

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

Security: 037389103
 Meeting Type: Special
 Meeting Date: 16-Mar-2012
 Ticker: AON
 ISIN: US0373891037

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND REORGANIZATION, DATED AS OF JANUARY 12, 2012, BY AND BETWEEN AON CORPORATION AND MARKET MERGECO INC.	Mgmt	For
2.	TO APPROVE THE IMPLEMENTATION OF A REDUCTION OF CAPITAL OF AON UK THROUGH A CUSTOMARY COURT-APPROVED PROCESS SO THAT IT WILL HAVE SUFFICIENT DISTRIBUTABLE RESERVES UNDER U.K. LAW.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY AND NON-BINDING BASIS, COMPENSATION THAT MAY BE PAYABLE TO CERTAIN NAMED EXECUTIVE OFFICERS OF AON CORPORATION IN CONNECTION WITH THE MERGER AND THEIR RELOCATION TO THE U.K.	Mgmt	For
4.	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF PROPOSAL 1.	Mgmt	For

APACHE CORPORATION

Agen

Security: 037411105
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: APA
 ISIN: US0374111054

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: SCOTT D. JOSEY	Mgmt	For
2.	ELECTION OF DIRECTOR: GEORGE D. LAWRENCE	Mgmt	For
3.	ELECTION OF DIRECTOR: RODMAN D. PATTON	Mgmt	For
4.	ELECTION OF DIRECTOR: CHARLES J. PITMAN	Mgmt	For
5.	RATIFICATION OF ERNST & YOUNG LLP AS APACHE'S INDEPENDENT AUDITORS	Mgmt	For
6.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	For

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

7. SHAREHOLDER PROPOSAL TO REPEAL APACHE'S CLASSIFIED BOARD OF DIRECTORS Shr For

 APPLE INC. Agen

Security: 037833100
 Meeting Type: Annual
 Meeting Date: 23-Feb-2012
 Ticker: AAPL
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR WILLIAM V. CAMPBELL TIMOTHY D. COOK MILLARD S. DREXLER AL GORE ROBERT A. IGER ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	A SHAREHOLDER PROPOSAL ENTITLED "CONFLICT OF INTEREST REPORT"	Shr	Against
05	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER SAY ON DIRECTOR PAY"	Shr	Against
06	A SHAREHOLDER PROPOSAL ENTITLED "REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES"	Shr	Against
07	A SHAREHOLDER PROPOSAL ENTITLED "ADOPT A MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS"	Shr	For

 AT&T INC. Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 27-Apr-2012
 Ticker: T
 ISIN: US00206R1023

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1C.	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1G.	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1J.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1K.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	AMEND CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	POLITICAL CONTRIBUTIONS REPORT.	Shr	Against
6.	LIMIT WIRELESS NETWORK MANAGEMENT.	Shr	Against
7.	INDEPENDENT BOARD CHAIRMAN.	Shr	For

 AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101
 Meeting Type: Annual
 Meeting Date: 23-May-2012
 Ticker: AVB
 ISIN: US0534841012

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	BRYCE BLAIR	Mgmt	For
	ALAN B. BUCKELEW	Mgmt	For
	BRUCE A. CHOATE	Mgmt	For
	JOHN J. HEALY, JR.	Mgmt	For
	TIMOTHY J. NAUGHTON	Mgmt	For
	LANCE R. PRIMIS	Mgmt	For

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

	PETER S. RUMMELL	Mgmt	For
	H. JAY SARLES	Mgmt	For
	W. EDWARD WALTER	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT.	Mgmt	For
4.	TO CAST A VOTE ON A STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF THE PROPOSAL IS PROPERLY PRESENTED AT THE ANNUAL MEETING OF STOCKHOLDERS. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" ABOVE PROPOSAL 4.	Shr	Against

BAYERISCHE MOTORENWERKE AG BMW, MUENCHEN

Agen

Security: D12096109
Meeting Type: AGM
Meeting Date: 16-May-2012
Ticker:
ISIN: DE0005190003

Prop.#	Proposal	Proposal Type	Proposal Vote
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF	Non-Voting	
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 25.04.2012, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE-1 BUSINESS DAY. THIS IS DONE TO	Non-Voting	

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

ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 01.05.2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.

Non-Voting

- | | | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|
| 1. | Presentation of the Company Financial Statements and the Group Financial Statements for the financial year ended 31 December 2011, as approved by the Supervisory Board, together with the Combined Company and Group Management Report, the Explanatory Report of the Board of Management on the information required pursuant to section 289 (4) and section 315 (4) and section 289 and section 315 (2) no. 5 HGB (German Commercial Code) and the Report of the Supervisory Board | Non-Voting | |
| 2. | Resolution on the utilisation of unappropriated profit | Mgmt | For |
| 3. | Ratification of the acts of the Board of Management | Mgmt | For |
| 4. | Ratification of the acts of the Supervisory Board | Mgmt | For |
| 5. | Election of the auditor: KPMG AG Wirtschaftspr fungsgesellschaft, Berlin | Mgmt | For |
| 6. | Resolution on the approval of the compensation system for members of the Board of Management for financial years from 1 January 2011 onwards | Mgmt | For |

 BEAM INC.

Agent

Security: 073730103
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: BEAM
 ISIN: US0737301038

- | Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--------------------------------------------|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN | Mgmt | For |

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

1B.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANN F. HACKETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT A. STEELE	Mgmt	For
1G.	ELECTION OF DIRECTOR: PETER M. WILSON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	APPROVAL OF THE BEAM INC. 2012 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	RE-APPROVAL OF THE ANNUAL EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For

BOSTON PROPERTIES, INC.

Agen

Security: 101121101
Meeting Type: Annual
Meeting Date: 15-May-2012
Ticker: BXP
ISIN: US1011211018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LAWRENCE S. BACOW	Mgmt	For
1B	ELECTION OF DIRECTOR: ZOE BAIRD BUDINGER	Mgmt	For
1C	ELECTION OF DIRECTOR: DOUGLAS T. LINDE	Mgmt	For
1D	ELECTION OF DIRECTOR: MATTHEW J. LUSTIG	Mgmt	For
1E	ELECTION OF DIRECTOR: ALAN J. PATRICOFF	Mgmt	For
1F	ELECTION OF DIRECTOR: MARTIN TURCHIN	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID A. TWARDOCK	Mgmt	For
2	TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3	TO APPROVE THE BOSTON PROPERTIES, INC. 2012 STOCK OPTION AND INCENTIVE PLAN.	Mgmt	For

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

4 TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT Mgmt For
 OF PRICEWATERHOUSECOOPERS LLP AS OUR
 INDEPENDENT REGISTERED PUBLIC ACCOUNTING
 FIRM FOR THE FISCAL YEAR ENDING DECEMBER
 31, 2012.

 CELGENE CORPORATION Agen

 Security: 151020104
 Meeting Type: Annual
 Meeting Date: 13-Jun-2012
 Ticker: CELG
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. HUGIN R.W. BARKER, D. PHIL. MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE M.A. FRIEDMAN, M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
4.	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	For

 CENTURYLINK, INC. Agen

 Security: 156700106
 Meeting Type: Annual
 Meeting Date: 23-May-2012
 Ticker: CTL
 ISIN: US1567001060

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

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

	Type	
1A. APPROVE CHARTER AMENDMENT TO DECLASSIFY OUR BOARD OF DIRECTORS.	Mgmt	For
1B. APPROVE CHARTER AMENDMENT TO INCREASE OUR AUTHORIZED SHARES.	Mgmt	For
2. DIRECTOR		
FRED R. NICHOLS	Mgmt	For
HARVEY P. PERRY	Mgmt	For
LAURIE A. SIEGEL	Mgmt	For
JOSEPH R. ZIMMEL	Mgmt	For
3. RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
4. ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION.	Mgmt	For
5A. SHAREHOLDER PROPOSAL REGARDING BONUS DEFERRALS.	Shr	For
5B. SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED RESTRICTED STOCK.	Shr	For
5C. SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS.	Shr	Against

 CHEVRON CORPORATION

 Agen

Security: 166764100
 Meeting Type: Annual
 Meeting Date: 30-May-2012
 Ticker: CVX
 ISIN: US1667641005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1B.	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1C.	ELECTION OF DIRECTOR: C. HAGEL	Mgmt	For
1D.	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1E.	ELECTION OF DIRECTOR: G.L. KIRKLAND	Mgmt	For
1F.	ELECTION OF DIRECTOR: C.W. MOORMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1H.	ELECTION OF DIRECTOR: J.G. STUMPF	Mgmt	For
1I.	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For

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

1J.	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1K.	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	EXCLUSIVE FORUM PROVISIONS	Shr	For
5.	INDEPENDENT CHAIRMAN	Shr	For
6.	LOBBYING DISCLOSURE	Shr	Against
7.	COUNTRY SELECTION GUIDELINES	Shr	For
8.	HYDRAULIC FRACTURING	Shr	Against
9.	ACCIDENT RISK OVERSIGHT	Shr	Against
10.	SPECIAL MEETINGS	Shr	For
11.	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	Against

 CLIFFS NATURAL RESOURCES INC.

Agen

 Security: 18683K101
 Meeting Type: Annual
 Meeting Date: 08-May-2012
 Ticker: CLF
 ISIN: US18683K1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: J.A. CARRABBA	Mgmt	For
1B	ELECTION OF DIRECTOR: S.M. CUNNINGHAM	Mgmt	For
1C	ELECTION OF DIRECTOR: B.J. ELDRIDGE	Mgmt	For
1D	ELECTION OF DIRECTOR: A.R. GLUSKI	Mgmt	For
1E	ELECTION OF DIRECTOR: S.M. GREEN	Mgmt	For
1F	ELECTION OF DIRECTOR: J.K. HENRY	Mgmt	For
1G	ELECTION OF DIRECTOR: J.F. KIRSCH	Mgmt	For
1H	ELECTION OF DIRECTOR: F.R. MCALLISTER	Mgmt	For
1I	ELECTION OF DIRECTOR: R.K. RIEDERER	Mgmt	For

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

1J	ELECTION OF DIRECTOR: R.A. ROSS	Mgmt	For
2	TO AMEND OUR REGULATIONS TO ADD A PROVISION TO ALLOW BOARD TO AMEND REGULATIONS WITHOUT SHAREHOLDER APPROVAL UNDER OHIO LAW	Mgmt	For
3	A PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, OUR NAMED EXECUTIVE OFFICER COMPENSATION, COMMONLY KNOWN AS "SAY ON PAY".	Mgmt	For
4	A PROPOSAL TO APPROVE THE 2012 INCENTIVE EQUITY PLAN.	Mgmt	For
5	A PROPOSAL TO APPROVE THE 2012 EXECUTIVE MANAGEMENT PERFORMANCE INCENTIVE PLAN.	Mgmt	For
6	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 COLGATE-PALMOLIVE COMPANY

Agem

 Security: 194162103
 Meeting Type: Annual
 Meeting Date: 11-May-2012
 Ticker: CL
 ISIN: US1941621039

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NIKESH ARORA	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1E.	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1I.	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
2.	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

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

4. STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR. Shr Against

COMCAST CORPORATION Agen

Security: 20030N101
 Meeting Type: Annual
 Meeting Date: 31-May-2012
 Ticker: CMCSA
 ISIN: US20030N1019

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KENNETH J. BACON SHELDON M. BONOVIKZ JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS JOHNATHAN A. RODGERS DR. JUDITH RODIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
3.	APPROVAL OF THE COMCAST CORPORATION 2002 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
4.	APPROVAL OF THE COMCAST - NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
5.	TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS	Shr	Against
6.	TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR	Shr	For
7.	TO ADOPT A SHARE RETENTION POLICY FOR SENIOR EXECUTIVES	Shr	For
8.	TO MAKE POISON PILLS SUBJECT TO A SHAREHOLDER VOTE	Shr	For

CONOCOPHILLIPS Agen

Security: 20825C104
 Meeting Type: Annual

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

Meeting Date: 09-May-2012
 Ticker: COP
 ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: RYAN M. LANCE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MOHD H. MARICAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For
1K.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1M.	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1N.	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1O.	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
2.	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Shr	Against
5.	ACCIDENT RISK MITIGATION.	Shr	Against
6.	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shr	Against
7.	GREENHOUSE GAS REDUCTION TARGETS.	Shr	Against
8.	GENDER EXPRESSION NON-DISCRIMINATION.	Shr	Against

COSTCO WHOLESALE CORPORATION

Agent

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

 Security: 22160K105
 Meeting Type: Annual
 Meeting Date: 26-Jan-2012
 Ticker: COST
 ISIN: US22160K1051

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES D. SINEGAL JEFFREY H. BROTMAN RICHARD A. GALANTI DANIEL J. EVANS JEFFREY S. RAIKES	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT OF COMPANY'S FIFTH RESTATED STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For

 COVIDIEN PLC

Agen

 Security: G2554F113
 Meeting Type: Annual
 Meeting Date: 13-Mar-2012
 Ticker: COV
 ISIN: IE00B68SQD29

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Mgmt	For
1B	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1F	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1H	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Mgmt	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For

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

1J	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
02	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
03	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
04	AUTHORIZE THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5	AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES. (SPECIAL RESOLUTION)	Mgmt	For
S6	AMEND ARTICLES OF ASSOCIATION TO PROVIDE FOR ESCHEATMENT IN ACCORDANCE WITH U.S. LAWS. (SPECIAL RESOLUTION)	Mgmt	For
S7	AMEND ARTICLES OF ASSOCIATION TO GIVE THE BOARD OF DIRECTORS AUTHORITY TO DECLARE NON-CASH DIVIDENDS. (SPECIAL RESOLUTION)	Mgmt	For

DANAHER CORPORATION

Agen

Security: 235851102
Meeting Type: Annual
Meeting Date: 08-May-2012
Ticker: DHR
ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: MORTIMER M. CAPLIN	Mgmt	For
1.2	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1.3	ELECTION OF DIRECTOR: LINDA P. HEFNER	Mgmt	For
1.4	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For
1.5	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF DANAHER FROM 1 BILLION (1,000,000,000) SHARES TO 2 BILLION (2,000,000,000) SHARES, \$.01 PAR VALUE PER SHARE.	Mgmt	For

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

- | | | | |
|----|-------------------------------------------------------------------------------------------------------------------------|------|-----|
| 4. | TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE DANAHER 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 5. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |

 DUKE ENERGY CORPORATION

Agen

 Security: 26441C105
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: DUK
 ISIN: US26441C1053

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM BARNET, III G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING DANIEL R. DIMICCO JOHN H. FORSGREN ANN MAYNARD GRAY JAMES H. HANCE, JR. E. JAMES REINSCH JAMES T. RHODES JAMES E. ROGERS PHILIP R. SHARP	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2012	Mgmt	For
3.	ADVISORY VOTE TO APPROVE DUKE ENERGY CORPORATION'S NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	AMENDMENT OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF DUKE ENERGY CORPORATION	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING THE ISSUANCE OF A REPORT ON THE FINANCIAL RISKS OF CONTINUED RELIANCE ON COAL	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS	Shr	Against

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

EBAY INC.

Agen

 Security: 278642103
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: EBAY
 ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARC L. ANDREESSEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM C. FORD, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAWN G. LEPORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: KATHLEEN C. MITIC	Mgmt	For
1E.	ELECTION OF DIRECTOR: PIERRE M. OMIKYAR	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For
3.	APPROVE AMENDMENT & RESTATEMENT OF 2008 EQUITY INCENTIVE AWARD PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER PLAN BY 16.5 MILLION SHARES	Mgmt	For
4.	TO APPROVE OUR EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	TO ADOPT AND APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Mgmt	For
6.	AMENDMENT TO OUR AMENDED & RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE STOCKHOLDERS WITH THE RIGHT TO CALL A SPECIAL MEETING	Mgmt	For
7.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2012	Mgmt	For

 ELI LILLY AND COMPANY

Agen

 Security: 532457108
 Meeting Type: Annual
 Meeting Date: 16-Apr-2012
 Ticker: LLY
 ISIN: US5324571083

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: K. BAICKER	Mgmt	For
1B	ELECTION OF DIRECTOR: J.E. FYRWALD	Mgmt	For
1C	ELECTION OF DIRECTOR: E.R. MARRAM	Mgmt	For
1D	ELECTION OF DIRECTOR: D.R. OBERHELMAN	Mgmt	For
2	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
3	APPROVE, BY NON-BINDING VOTE, COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS.	Mgmt	For
5	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO ELIMINATE ALL SUPERMAJORITY VOTING REQUIREMENTS.	Mgmt	For
6	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE COMPANY ESTABLISH A MAJORITY VOTE COMMITTEE.	Shr	For
7	PROPOSAL BY SHAREHOLDERS ON TRANSPARENCY IN ANIMAL RESEARCH.	Shr	Against

EMERSON ELECTRIC CO.

Agen

Security: 291011104
 Meeting Type: Annual
 Meeting Date: 07-Feb-2012
 Ticker: EMR
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. FERNANDEZ G.* A.F. GOLDEN* W.R. JOHNSON* J.B. MENZER* A.A. BUSCH III** R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF	Mgmt	For

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

EMERSON ELECTRIC CO. EXECUTIVE
COMPENSATION.

03	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against
05	APPROVAL OF THE STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS AS DESCRIBED IN THE PROXY STATEMENT.	Shr	For

EXXON MOBIL CORPORATION

Agen

Security: 30231G102
Meeting Type: Annual
Meeting Date: 30-May-2012
Ticker: XOM
ISIN: US30231G1022

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 61)	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 62)	Mgmt	Against
4.	INDEPENDENT CHAIRMAN (PAGE 64)	Shr	For
5.	MAJORITY VOTE FOR DIRECTORS (PAGE 65)	Shr	Against
6.	REPORT ON POLITICAL CONTRIBUTIONS (PAGE 66)	Shr	Against
7.	AMENDMENT OF EEO POLICY (PAGE 67)	Shr	Against
8.	REPORT ON NATURAL GAS PRODUCTION (PAGE 69)	Shr	Against
9.	GREENHOUSE GAS EMISSIONS GOALS (PAGE 71)	Shr	Against

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

 FLUOR CORPORATION

Agen

Security: 343412102
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: FLR
 ISIN: US3434121022

Prop.#	Proposal	Proposal Type	Proposal Vote
1.A	ELECTION OF DIRECTOR: PETER K. BARKER	Mgmt	Against
1.B	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1.C	ELECTION OF DIRECTOR: DEAN R. O'HARE	Mgmt	For
1.D	ELECTION OF DIRECTOR: DAVID T. SEATON	Mgmt	For
2.	AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GRANT HOLDERS OF AT LEAST 25% OF THE COMPANY'S OUTSTANDING SHARES OF COMMON STOCK THE RIGHT TO CALL A SPECIAL MEETING OF STOCKHOLDERS.	Mgmt	For
4.	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857
 Meeting Type: Annual
 Meeting Date: 14-Jun-2012
 Ticker: FCX
 ISIN: US35671D8570

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For

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

	CHARLES C. KRULAK	Mgmt	For
	BOBBY LEE LACKEY	Mgmt	For
	JON C. MADONNA	Mgmt	For
	DUSTAN E. MCCOY	Mgmt	For
	JAMES R. MOFFETT	Mgmt	For
	B. M. RANKIN, JR.	Mgmt	For
	STEPHEN H. SIEGELE	Mgmt	For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Shr	Against

GILEAD SCIENCES, INC.

Agen

Security: 375558103
Meeting Type: Annual
Meeting Date: 10-May-2012
Ticker: GILD
ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN F. COGAN ETIENNE F. DAVIGNON JAMES M. DENNY CARLA A. HILLS KEVIN E. LOFTON JOHN W. MADIGAN JOHN C. MARTIN GORDON E. MOORE NICHOLAS G. MOORE RICHARD J. WHITLEY GAYLE E. WILSON PER WOLD-OLSEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2.	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, 2012.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.	Mgmt	Against

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

- | | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 4. | IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT. | Shr | For |
| 5. | IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO REDEEM GILEAD'S POISON PILL UNLESS THE PLAN IS SUBJECT TO A STOCKHOLDER VOTE. | Shr | For |

 GOLDCORP INC.

Agen

 Security: 380956409
 Meeting Type: Annual and Special
 Meeting Date: 26-Apr-2012
 Ticker: GG
 ISIN: CA3809564097

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG BLANCA TREVINO DE VEGA 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 OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	A RESOLUTION APPROVING THE AMENDMENT TO THE RESTRICTED SHARE PLAN FOR THE COMPANY;	Mgmt	For
D	A NON-BINDING ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION;	Mgmt	For
E	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

 GOOGLE INC.

Agen

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

 Security: 38259P508
 Meeting Type: Annual
 Meeting Date: 21-Jun-2012
 Ticker: GOOG
 ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY 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
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3A.	THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C CAPITAL STOCK AND TO MAKE CERTAIN CLARIFYING CHANGES.	Mgmt	Against
3B.	THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 6 BILLION TO 9 BILLION.	Mgmt	Against
3C.	THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE TREATMENT OF SHARES OF CLASS A COMMON STOCK IN A MANNER THAT IS AT LEAST AS FAVORABLE AS THE SHARES OF CLASS B COMMON STOCK.	Mgmt	For
4.	THE APPROVAL OF GOOGLE'S 2012 STOCK PLAN.	Mgmt	Against
5.	THE APPROVAL OF GOOGLE'S 2012 INCENTIVE COMPENSATION PLAN FOR EMPLOYEES AND CONSULTANTS OF MOTOROLA MOBILITY.	Mgmt	Against
6.	A STOCKHOLDER PROPOSAL REGARDING AN	Shr	Against

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

ADVISORY VOTE ON POLITICAL CONTRIBUTIONS,
IF PROPERLY PRESENTED AT THE MEETING.

- | | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 7. | A STOCKHOLDER PROPOSAL REGARDING MANDATORY ARBITRATION OF CERTAIN SHAREHOLDER CLAIMS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 8. | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |

HALLIBURTON COMPANY

Agen

 Security: 406216101
 Meeting Type: Annual
 Meeting Date: 16-May-2012
 Ticker: HAL
 ISIN: US4062161017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Mgmt	For
1B	ELECTION OF DIRECTOR: J.R. BOYD	Mgmt	For
1C	ELECTION OF DIRECTOR: M. CARROLL	Mgmt	For
1D	ELECTION OF DIRECTOR: N.K. DICCIANI	Mgmt	For
1E	ELECTION OF DIRECTOR: M.S. GERBER	Mgmt	For
1F	ELECTION OF DIRECTOR: S.M. GILLIS	Mgmt	For
1G	ELECTION OF DIRECTOR: A.S. JUM'AH	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LESAR	Mgmt	For
1I	ELECTION OF DIRECTOR: R.A. MALONE	Mgmt	For
1J	ELECTION OF DIRECTOR: J.L. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: D.L. REED	Mgmt	For
2	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4	PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN.	Mgmt	For

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

HARRIS CORPORATION

Agen

Security: 413875105
 Meeting Type: Annual
 Meeting Date: 28-Oct-2011
 Ticker: HRS
 ISIN: US4138751056

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HOWARD L. LANCE	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS A. DATTILO	Mgmt	For
1C	ELECTION OF DIRECTOR: TERRY D. GROWCOCK	Mgmt	For
1D	ELECTION OF DIRECTOR: LEWIS HAY III	Mgmt	For
1E	ELECTION OF DIRECTOR: KAREN KATEN	Mgmt	For
1F	ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: LESLIE F. KENNE	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID B. RICKARD	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES C. STOFFEL	Mgmt	For
1J	ELECTION OF DIRECTOR: GREGORY T. SWIENTON	Mgmt	For
1K	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
05	SHAREHOLDER PROPOSAL REQUESTING APPROVAL OF AN AMENDMENT TO OUR BY-LAWS TO REQUIRE AN INDEPENDENT CHAIRMAN OF THE BOARD.	Shr	Against

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: IBM
 ISIN: US4592001014

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

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

		Type	
1A	ELECTION OF DIRECTOR: A. J. P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: W. R. BRODY	Mgmt	For
1C	ELECTION OF DIRECTOR: K. I. CHENAULT	Mgmt	For
1D	ELECTION OF DIRECTOR: M. L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: D. N. FARR	Mgmt	For
1F	ELECTION OF DIRECTOR: S. A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: A. N. LIVERIS	Mgmt	For
1H	ELECTION OF DIRECTOR: W. J. MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: J. W. OWENS	Mgmt	For
1J	ELECTION OF DIRECTOR: S. J. PALMISANO	Mgmt	For
1K	ELECTION OF DIRECTOR: V. M. ROMETTY	Mgmt	For
1L	ELECTION OF DIRECTOR: J. E. SPERO	Mgmt	For
1M	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1N	ELECTION OF DIRECTOR: L. H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 73)	Shr	Against
05	STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS - TRADE ASSOCIATIONS POLICY (PAGE 74)	Shr	Against
06	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 75)	Shr	Against

JDS UNIPHASE CORPORATION

Agen

Security: 46612J507
 Meeting Type: Annual
 Meeting Date: 16-Nov-2011
 Ticker: JDSU
 ISIN: US46612J5074

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

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

1	DIRECTOR PENELOPE A. HERSCHER MASOOD JABBAR THOMAS WAECHTER	Mgmt Mgmt Mgmt	For For For
2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR JDS UNIPHASE CORPORATION FOR THE FISCAL YEAR ENDING JUNE 30, 2012.	Mgmt	For
3	TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4	TO RECOMMEND, BY NON-BINDING ADVISORY VOTE, THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

 JOHNSON & JOHNSON

 Agen

Security: 478160104
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: JNJ
 ISIN: US4781601046

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

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

2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	Against
3.	APPROVAL OF THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN	Mgmt	For
4.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Mgmt	For
5.	SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Shr	For
6.	SHAREHOLDER PROPOSAL ON BINDING VOTE ON POLITICAL CONTRIBUTIONS	Shr	Against
7.	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Shr	Against

 JPMORGAN CHASE & CO.

Agen

Security: 46625H100
 Meeting Type: Annual
 Meeting Date: 15-May-2012
 Ticker: JPM
 ISIN: US46625H1005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1D.	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For
1I.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
2.	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For

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

4.	POLITICAL NON-PARTISANSHIP	Shr	Against
5.	INDEPENDENT DIRECTOR AS CHAIRMAN	Shr	For
6.	LOAN SERVICING	Shr	Against
7.	CORPORATE POLITICAL CONTRIBUTIONS REPORT	Shr	Against
8.	GENOCIDE-FREE INVESTING	Shr	Against
9.	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
10.	STOCK RETENTION	Shr	For

 KEYCORP

 Agen

Security: 493267108
 Meeting Type: Annual
 Meeting Date: 17-May-2012
 Ticker: KEY
 ISIN: US4932671088

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR EDWARD P. CAMPBELL JOSEPH A. CARRABBA CHARLES P. COOLEY ALEXANDER M. CUTLER H. JAMES DALLAS ELIZABETH R. GILE RUTH ANN M. GILLIS WILLIAM G. GISEL, JR. RICHARD J. HIPPLE KRISTEN L. MANOS BETH E. MOONEY BILL R. SANFORD BARBARA R. SNYDER THOMAS C. STEVENS	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
2	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4	SHAREHOLDER PROPOSAL REQUESTING CHAIRMAN BE INDEPENDENT DIRECTOR.	Shr	For

 MACY'S INC.

 Agen

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

Security: 55616P104
 Meeting Type: Annual
 Meeting Date: 18-May-2012
 Ticker: M
 ISIN: US55616P1049

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Mgmt	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2013.	Mgmt	For
3.	APPROVAL OF MACY'S SENIOR EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING RACCOON DOG FUR.	Shr	Against

MCDONALD'S CORPORATION

Agen

Security: 580135101
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: MCD
 ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Mgmt	For

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

1B.	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: ANDREW J. MCKENNA	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD THOMPSON	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF THE 2012 OMNIBUS STOCK OWNERSHIP PLAN.	Mgmt	For
4.	APPROVAL OF DECLASSIFICATION OF THE BOARD OF DIRECTORS.	Mgmt	For
5.	APPROVAL OF SHAREHOLDERS' RIGHT TO CALL SPECIAL MEETINGS.	Mgmt	For
6.	ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
7.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT.	Shr	Against

METLIFE, INC.

Agen

Security: 59156R108
Meeting Type: Annual
Meeting Date: 24-Apr-2012
Ticker: MET
ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN M. KEANE CATHERINE R. KINNEY HUGH B. PRICE KENTON J. SICCHITANO	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For

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

MICROSOFT CORPORATION

Agen

Security: 594918104
 Meeting Type: Annual
 Meeting Date: 15-Nov-2011
 Ticker: MSFT
 ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
1	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
5	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
6	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
7	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
8	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
9	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
11	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
13	SHAREHOLDER PROPOSAL 1. ESTABLISHMENT OF A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.	Shr	Against

MONSANTO COMPANY

Agen

Security: 61166W101
 Meeting Type: Annual
 Meeting Date: 24-Jan-2012
 Ticker: MON
 ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JANICE L. FIELDS	Mgmt	For

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

1B	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	For
1C	ELECTION OF DIRECTOR: C. STEVEN MCMILLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Mgmt	For
03	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
04	APPROVAL OF THE MONSANTO COMPANY 2005 LONG-TERM INCENTIVE PLAN (AS AMENDED AND RESTATED AS OF JANUARY 24, 2012).	Mgmt	For
05	SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.	Shr	Against

 NIKE, INC.

Agen

 Security: 654106103
 Meeting Type: Annual
 Meeting Date: 19-Sep-2011
 Ticker: NKE
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For For
2	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 NORFOLK SOUTHERN CORPORATION

Agen

 Security: 655844108
 Meeting Type: Annual
 Meeting Date: 10-May-2012

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

Ticker: NSC
 ISIN: US6558441084

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GERALD L. BALILES	Mgmt	For
1B.	ELECTION OF DIRECTOR: ERSKINE B. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT A. BRADWAY	Mgmt	For
1D.	ELECTION OF DIRECTOR: WESLEY G. BUSH	Mgmt	For
1E.	ELECTION OF DIRECTOR: DANIEL A. CARP	Mgmt	For
1F.	ELECTION OF DIRECTOR: KAREN N. HORN	Mgmt	For
1G.	ELECTION OF DIRECTOR: STEVEN F. LEER	Mgmt	For
1H.	ELECTION OF DIRECTOR: MICHAEL D. LOCKHART	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES W. MOORMAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: J. PAUL REASON	Mgmt	For
2.	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS NORFOLK SOUTHERN'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	APPROVAL OF EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS.	Mgmt	For

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105
 Meeting Type: Annual
 Meeting Date: 04-May-2012
 Ticker: OXY
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	For
1B.	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Mgmt	For
1C.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1D.	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For

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

1F.	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	For
1I.	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	For
2.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
4.	REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE.	Shr	Against

 ORACLE CORPORATION

Agen

 Security: 68389X105
 Meeting Type: Annual
 Meeting Date: 12-Oct-2011
 Ticker: ORCL
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	Against
3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES RELATING TO EXECUTIVE COMPENSATION.	Mgmt	1 Year
4	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Mgmt	For
5	ACT ON A STOCKHOLDER PROPOSAL REGARDING	Shr	For

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

EQUITY RETENTION.

 PFIZER INC.

Agen

 Security: 717081103
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: PFE
 ISIN: US7170811035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1D.	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELEN H. HOBBS	Mgmt	For
1G.	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I.	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1K.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1L.	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1M.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N.	ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE	Mgmt	For
2.	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS.	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT.	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For

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

7.	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON DIRECTOR PAY.	Shr	Against
----	---------------------------------------------------------------	-----	---------

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109
 Meeting Type: Annual
 Meeting Date: 09-May-2012
 Ticker: PM
 ISIN: US7181721090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C.	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D.	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F.	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G.	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
1H.	ELECTION OF DIRECTOR: KALPANA MORPARIA	Mgmt	For
1I.	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT B. POLET	Mgmt	For
1K.	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1L.	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN	Mgmt	For
5.	STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR	Shr	Against
6.	STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE	Shr	Against

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

PPL CORPORATION

Agen

Security: 69351T106
 Meeting Type: Annual
 Meeting Date: 16-May-2012
 Ticker: PPL
 ISIN: US69351T1060

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FREDERICK M. BERNTHAL JOHN W. CONWAY STEVEN G. ELLIOTT LOUISE K. GOESER STUART E. GRAHAM STUART HEYDT RAJA RAJAMANNAR CRAIG A. ROGERSON WILLIAM H. SPENCE NATICA VON ALTHANN KEITH W. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	APPROVAL OF THE PPL CORPORATION 2012 STOCK INCENTIVE PLAN	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
5.	SHAREOWNER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD PROPOSAL	Shr	Against

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106
 Meeting Type: Annual
 Meeting Date: 17-Apr-2012
 Ticker: PEG
 ISIN: US7445731067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTORS: ALBERT R. GAMPER, JR.	Mgmt	For
1B	ELECTION OF DIRECTORS: CONRAD K. HARPER	Mgmt	For
1C	ELECTION OF DIRECTORS: WILLIAM V. HICKEY	Mgmt	For
1D	ELECTION OF DIRECTORS: RALPH IZZO	Mgmt	For

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

1E	ELECTION OF DIRECTORS: SHIRLEY ANN JACKSON	Mgmt	For
1F	ELECTION OF DIRECTORS: DAVID LILLEY	Mgmt	For
1G	ELECTION OF DIRECTORS: THOMAS A. RENYI	Mgmt	For
1H	ELECTION OF DIRECTORS: HAK CHEOL SHIN	Mgmt	For
1I	ELECTION OF DIRECTORS: RICHARD J. SWIFT	Mgmt	For
1J	ELECTION OF DIRECTORS: SUSAN TOMASKY	Mgmt	For
02	ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2012.	Mgmt	For

 QUALCOMM INCORPORATED

Agen

Security: 747525103
 Meeting Type: Annual
 Meeting Date: 06-Mar-2012
 Ticker: QCOM
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 30, 2012.	Mgmt	For
03	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	Against
04	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE PLURALITY VOTING PROVISION.	Mgmt	For

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

 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

 Security: 806857108
 Meeting Type: Annual
 Meeting Date: 11-Apr-2012
 Ticker: SLB
 ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Mgmt	For
1B.	ELECTION OF DIRECTOR: TONY ISAAC	Mgmt	For
1C.	ELECTION OF DIRECTOR: K. VAMAN KAMATH	Mgmt	For
1D.	ELECTION OF DIRECTOR: PAAL KIBSGAARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV	Mgmt	For
1F.	ELECTION OF DIRECTOR: ADRIAN LAJOUS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Mgmt	For
1H.	ELECTION OF DIRECTOR: ELIZABETH A. MOLER	Mgmt	For
1I.	ELECTION OF DIRECTOR: LUBNA S. OLAYAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: L. RAFAEL REIF	Mgmt	For
1K.	ELECTION OF DIRECTOR: TORE I. SANDVOLD	Mgmt	For
1L.	ELECTION OF DIRECTOR: HENRI SEYDOUX	Mgmt	For
2.	TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO APPROVE THE COMPANY'S 2011 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS.	Mgmt	For
4.	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5.	TO APPROVE AMENDMENTS TO THE COMPANY'S 2004 STOCK AND DEFERRAL PLAN FOR NON-EMPLOYEE DIRECTORS TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE AND MAKE CERTAIN TECHNICAL CHANGES.	Mgmt	For

 SEMPRA ENERGY

Agen

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

Security: 816851109
 Meeting Type: Annual
 Meeting Date: 10-May-2012
 Ticker: SRE
 ISIN: US8168511090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DONALD E. FELSINGER	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILFORD D. GODBOLD JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM D. JONES	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Mgmt	For
1G.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS RUIZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Mgmt	For
1K.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1L.	ELECTION OF DIRECTOR: LUIS M. TELLEZ	Mgmt	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	For
5.	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY.	Shr	Against

ST. JUDE MEDICAL, INC.

Agen

Security: 790849103
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: STJ
 ISIN: US7908491035

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

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

		Type	
1A	ELECTION OF DIRECTOR: JOHN W. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: DANIEL J. STARKS	Mgmt	For
2	TO APPROVE AMENDMENTS TO THE 2007 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
3	TO APPROVE AMENDMENTS TO OUR ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY OUR BOARD OF DIRECTORS.	Mgmt	For
4	ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
5	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For

 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

 Security: 881624209
 Meeting Type: Annual
 Meeting Date: 19-Sep-2011
 Ticker: TEVA
 ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVE RESOLUTION OF THE BOARD TO DECLARE & DISTRIBUTE CASH DIVIDEND FOR YEAR DECEMBER 31, 2010, PAID IN FOUR INSTALLMENTS IN AN AGGREGATE AMOUNT OF NIS 2.90 PER ORDINARY SHARE (OR ADS).	Mgmt	For
2A	TO APPOINT MR. CHAIM HURVITZ TO THE BOARD OF DIRECTORS.	Mgmt	For
2B	TO APPOINT MR. ORY SLONIM TO THE BOARD OF DIRECTORS.	Mgmt	For
2C	TO APPOINT MR. DAN SUESSKIND TO THE BOARD OF DIRECTORS.	Mgmt	For
3A	APPOINT MR. JOSEPH (YOSSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
3B	APPOINT PROF. DAFNA SCHWARTZ AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
04	APPOINT KESSELMAN & KESSELMAN, MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Mgmt	For

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

FIRM, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

05	TO APPROVE THE PURCHASE OF DIRECTORS' & OFFICERS' LIABILITY INSURANCE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
6A	TO APPROVE AN INCREASE IN THE REMUNERATION FOR PROF. MOSHE MANY IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD OF DIRECTORS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
6B	APPROVE REIMBURSEMENT OF EXPENSES TO DR. PHILLIP FROST, CHAIRMAN OF BOARD, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For

 THE BOEING COMPANY

Agen-----

Security: 097023105
 Meeting Type: Annual
 Meeting Date: 30-Apr-2012
 Ticker: BA
 ISIN: US0970231058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

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

3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
4.	REPORT ON POLITICAL AND TRADE ASSOCIATION CONTRIBUTIONS.	Shr	Against
5.	ACTION BY WRITTEN CONSENT.	Shr	For
6.	RETENTION OF SIGNIFICANT STOCK BY FORMER EXECUTIVES.	Shr	For
7.	EXTRAORDINARY RETIREMENT BENEFITS.	Shr	For

 THE COCA-COLA COMPANY

Agen

Security: 191216100
 Meeting Type: Annual
 Meeting Date: 25-Apr-2012
 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	Against
1C.	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD M. DALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1F.	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1I.	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. KOTICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1L.	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
1M.	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1N.	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1O.	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Mgmt	For
1P.	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For

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

1Q.	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

THE ESTEE LAUDER COMPANIES INC.

Agen

Security: 518439104
 Meeting Type: Annual
 Meeting Date: 11-Nov-2011
 Ticker: EL
 ISIN: US5184391044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHARLENE BARSHEFSKY WEI SUN CHRISTIANSON FABRIZIO FREDA JANE LAUDER LEONARD A. LAUDER	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR.	Mgmt	For

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: GS
 ISIN: US38141G1040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For

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

1D.	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E.	ELECTION OF DIRECTOR: STEPHEN FRIEDMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1J.	ELECTION OF DIRECTOR: DEBORA L. SPAR	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY)	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING REPORT ON LOBBYING EXPENDITURES	Shr	Against

 THE HOME DEPOT, INC.

Agen

 Security: 437076102
 Meeting Type: Annual
 Meeting Date: 17-May-2012
 Ticker: HD
 ISIN: US4370761029

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

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

1I.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF RESERVED SHARES	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON POLITICAL CONTRIBUTIONS	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
7.	SHAREHOLDER PROPOSAL REGARDING REMOVAL OF PROCEDURAL SAFEGUARDS FROM SHAREHOLDER WRITTEN CONSENT RIGHT	Shr	For
8.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
9.	SHAREHOLDER PROPOSAL REGARDING CHARITABLE CONTRIBUTIONS	Shr	Against
10.	SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY	Shr	Against

 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: PNC
 ISIN: US6934751057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For

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

1G.	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1H.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1J.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1K.	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L.	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M.	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1N.	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O.	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

 THE PROCTER & GAMBLE COMPANY

Agen

 Security: 742718109
 Meeting Type: Annual
 Meeting Date: 11-Oct-2011
 Ticker: PG
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ANGELA F. BRALY	Mgmt	For
1B	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1F	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1H	ELECTION OF DIRECTOR: MARGARET C. WHITMAN	Mgmt	For
1I	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Mgmt	For

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

1J	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1K	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 65 OF PROXY STATEMENT)	Mgmt	For
03	ADVISORY VOTE TO APPROVE THE COMPANY'S SAY ON PAY VOTE (PAGES 65-66 OF PROXY STATEMENT)	Mgmt	For
04	ADVISORY VOTE TO RECOMMEND THE FREQUENCY OF THE SAY ON PAY VOTE (PAGES 66-67 OF PROXY STATEMENT)	Mgmt	1 Year
05	AMEND THE COMPANY'S AMENDED ARTICLES OF INCORPORATION (PAGE 67 OF PROXY STATEMENT)	Mgmt	For
06	SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING (PAGE 68 OF PROXY STATEMENT)	Shr	Against
07	SHAREHOLDER PROPOSAL #2 - ANIMAL TESTING (PAGES 69-70 OF PROXY STATEMENT)	Shr	Against
08	SHAREHOLDER PROPOSAL #3 - ELECTIONEERING CONTRIBUTIONS (PAGES 70-72 OF PROXY STATEMENT)	Shr	Against

 THE SOUTHERN COMPANY

Agen

 Security: 842587107
 Meeting Type: Annual
 Meeting Date: 23-May-2012
 Ticker: SO
 ISIN: US8425871071

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: J.P. BARANCO	Mgmt	For
1B.	ELECTION OF DIRECTOR: J.A. BOSCIA	Mgmt	For
1C.	ELECTION OF DIRECTOR: H.A. CLARK III	Mgmt	For
1D.	ELECTION OF DIRECTOR: T.A. FANNING	Mgmt	For
1E.	ELECTION OF DIRECTOR: H.W. HABERMEYER, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: V.M. HAGEN	Mgmt	For
1G.	ELECTION OF DIRECTOR: W.A. HOOD, JR.	Mgmt	For
1H.	ELECTION OF DIRECTOR: D.M. JAMES	Mgmt	For

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

1I.	ELECTION OF DIRECTOR: D.E. KLEIN	Mgmt	For
1J.	ELECTION OF DIRECTOR: W.G. SMITH, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: S.R. SPECKER	Mgmt	For
1L.	ELECTION OF DIRECTOR: L.D. THOMPSON	Mgmt	For
1M.	ELECTION OF DIRECTOR: E.J. WOOD III	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION	Mgmt	For
4.	STOCKHOLDER PROPOSAL ON COAL COMBUSTION BYPRODUCTS ENVIRONMENTAL REPORT	Shr	Against
5.	STOCKHOLDER PROPOSAL ON LOBBYING CONTRIBUTIONS AND EXPENDITURES REPORT	Shr	Against

 UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102
 Meeting Type: Annual
 Meeting Date: 04-Jun-2012
 Ticker: UNH
 ISIN: US91324P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD T. BURKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
1F.	ELECTION OF DIRECTOR: RODGER A. LAWSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1H.	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1I.	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For

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

2.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
4.	CONSIDERATION OF THE SHAREHOLDER PROPOSAL SET FORTH IN THE PROXY STATEMENT, IF PROPERLY PRESENTED AT THE 2012 ANNUAL MEETING OF SHAREHOLDERS.	Shr	Against

VARIAN MEDICAL SYSTEMS, INC. Agen

Security: 92220P105
Meeting Type: Annual
Meeting Date: 09-Feb-2012
Ticker: VAR
ISIN: US92220P1057

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR TIMOTHY E. GUERTIN DAVID J. ILLINGWORTH R. NAUMANN-ETIENNE	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE VARIAN MEDICAL SYSTEMS, INC. 2005 OMNIBUS STOCK PLAN.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For

VISA INC. Agen

Security: 92826C839
Meeting Type: Annual
Meeting Date: 31-Jan-2012
Ticker: V
ISIN: US92826C8394

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: GARY P. COUGHLAN	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1E	ELECTION OF DIRECTOR: CATHY E. MINEHAN	Mgmt	For
1F	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID J. PANG	Mgmt	For
1H	ELECTION OF DIRECTOR: JOSEPH W. SAUNDERS	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN A. SWAINSON	Mgmt	For
02	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
03	TO APPROVE THE VISA INC. 2007 EQUITY INCENTIVE COMPENSATION PLAN, AS AMENDED AND RESTATED.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For

WELLS FARGO & COMPANY

Agen

Security: 949746101
Meeting Type: Annual
Meeting Date: 24-Apr-2012
Ticker: WFC
ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Mgmt	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For

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

1F)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I)	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1J)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Mgmt	For
1K)	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1L)	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1M)	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N)	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1O)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
2.	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.	Mgmt	For
3.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2012.	Mgmt	For
4.	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
5.	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Shr	Against
6.	STOCKHOLDER PROPOSAL TO AMEND THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS TO NOMINATE DIRECTOR CANDIDATES FOR INCLUSION IN THE COMPANY'S PROXY MATERIALS.	Shr	For
7.	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.	Shr	Against

* Management position unknown

SIGNATURES

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

(Registrant) Eaton Vance Risk-Managed Diversified Equity Income Fund
 By (Signature) /s/ Walter A. Row, III

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

Name	Walter A. Row, III
Title	President
Date	08/07/2012