

Eaton Vance Tax-Managed Diversified Equity Income Fund
Form N-Q
March 28, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-Q

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES**

811-21832

Investment Company Act File Number

Eaton Vance Tax-Managed Diversified Equity Income Fund

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number, Including Area Code)

October 31

Date of Fiscal Year End

January 31, 2014

Date of Reporting Period

Item 1. Schedule of Investments

Eaton Vance**Tax-Managed Diversified Equity Income Fund**

January 31, 2014

PORTFOLIO OF INVESTMENTS (Unaudited)**Common Stocks 97.6%**

| Security | Shares | Value |
|--|---------------|----------------------|
| Aerospace & Defense 2.1% | | |
| Boeing Co. (The) | 174,481 | \$ 21,855,490 |
| United Technologies Corp. | 131,687 | 15,014,952 |
| | | \$ 36,870,442 |
| Air Freight & Logistics 1.0% | | |
| C.H. Robinson Worldwide, Inc. | 298,791 | \$ 17,491,225 |
| | | \$ 17,491,225 |
| Auto Components 0.6% | | |
| TRW Automotive Holdings Corp. ⁽¹⁾ | 145,446 | \$ 10,784,821 |
| | | \$ 10,784,821 |
| Automobiles 0.8% | | |
| Honda Motor Co., Ltd. | 360,319 | \$ 13,505,890 |
| | | \$ 13,505,890 |
| Beverages 0.8% | | |
| Anheuser-Busch InBev NV | 52,330 | \$ 5,015,450 |
| Diageo PLC | 282,729 | 8,384,660 |
| | | \$ 13,400,110 |
| Biotechnology 3.8% | | |
| Biogen Idec, Inc. ⁽¹⁾ | 25,189 | \$ 7,875,089 |
| Celgene Corp. ⁽¹⁾ | 131,475 | 19,974,996 |
| Gilead Sciences, Inc. ⁽¹⁾ | 493,772 | 39,822,712 |
| | | \$ 67,672,797 |
| Capital Markets 2.0% | | |
| Charles Schwab Corp. (The) | 316,175 | \$ 7,847,464 |
| Credit Suisse Group AG ⁽¹⁾ | 139,892 | 4,215,077 |
| Deutsche Bank AG | 63,794 | 3,070,688 |
| Morgan Stanley | 516,846 | 15,252,125 |
| UBS AG ⁽¹⁾ | 219,841 | 4,360,388 |
| | | \$ 34,745,742 |

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Chemicals 3.2%

| | | | |
|---------------------------------------|---------|----|-------------------|
| Akzo Nobel NV | 36,274 | \$ | 2,608,897 |
| BASF SE | 65,992 | | 7,055,327 |
| Linde AG | 14,741 | | 2,785,571 |
| LyondellBasell Industries NV, Class A | 183,381 | | 14,443,088 |
| Monsanto Co. | 134,705 | | 14,352,818 |
| PPG Industries, Inc. | 81,532 | | 14,868,175 |
| | | \$ | 56,113,876 |

Commercial Banks 5.3%

| | | | |
|---|-----------|----|------------|
| Banco Bilbao Vizcaya Argentaria SA | 280,332 | \$ | 3,344,022 |
| Barclays PLC | 996,275 | | 4,447,619 |
| BNP Paribas SA | 108,389 | | 8,368,182 |
| DNB ASA | 229,482 | | 3,897,125 |
| HSBC Holdings PLC | 815,361 | | 8,367,020 |
| PNC Financial Services Group, Inc. (The) | 214,287 | | 17,117,246 |
| Regions Financial Corp. | 1,788,839 | | 18,192,493 |
| Skandinaviska Enskilda Banken AB, Class A | 299,350 | | 3,857,029 |
| Societe Generale | 123,153 | | 6,958,122 |

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| Security | Shares | Value |
|--|-----------|----------------------|
| SunTrust Banks, Inc. | 386,658 | \$ 14,314,079 |
| Swedbank AB, Class A | 190,775 | 4,978,204 |
| | | \$ 93,841,141 |
| Communications Equipment 1.3% | | |
| QUALCOMM, Inc. | 310,677 | \$ 23,058,447 |
| | | \$ 23,058,447 |
| Computers & Peripherals 2.8% | | |
| Apple, Inc. | 100,416 | \$ 50,268,250 |
| | | \$ 50,268,250 |
| Consumer Finance 1.4% | | |
| American Express Co. | 299,195 | \$ 25,437,559 |
| | | \$ 25,437,559 |
| Diversified Consumer Services 0.4% | | |
| Sotheby's | 154,065 | \$ 7,382,795 |
| | | \$ 7,382,795 |
| Diversified Financial Services 4.6% | | |
| Bank of America Corp. | 1,698,055 | \$ 28,442,421 |
| Citigroup, Inc. | 504,353 | 23,921,463 |
| JPMorgan Chase & Co. | 525,086 | 29,068,761 |
| | | \$ 81,432,645 |
| Electric Utilities 2.0% | | |
| Duke Energy Corp. | 108,156 | \$ 7,637,977 |
| Edison International | 161,770 | 7,790,843 |
| NextEra Energy, Inc. | 171,384 | 15,755,331 |
| SSE PLC | 228,931 | 4,911,476 |
| | | \$ 36,095,627 |
| Electrical Equipment 2.1% | | |
| Emerson Electric Co. | 272,674 | \$ 17,980,124 |
| Rockwell Automation, Inc. | 164,518 | 18,893,247 |
| | | \$ 36,873,371 |
| Electronic Equipment, Instruments & Components 1.9% | | |
| Corning, Inc. | 1,918,152 | \$ 33,011,396 |
| | | \$ 33,011,396 |
| Energy Equipment & Services 1.0% | | |
| Cameron International Corp. ⁽¹⁾ | 150,525 | \$ 9,026,984 |
| FMC Technologies, Inc. ⁽¹⁾ | 177,742 | 8,787,565 |

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| | | | |
|--|---------|----|-------------------|
| | | \$ | 17,814,549 |
| Food & Staples Retailing 0.8% | | | |
| Costco Wholesale Corp. | 127,824 | \$ | 14,362,305 |
| | | \$ | 14,362,305 |
| Food Products 3.4% | | | |
| Hershey Co. (The) | 214,725 | \$ | 21,343,665 |
| Kerry Group PLC, Class A | 56,491 | | 3,799,611 |
| Mondelez International, Inc., Class A | 660,801 | | 21,641,233 |
| Nestle SA | 185,525 | | 13,445,237 |
| | | \$ | 60,229,746 |
| Health Care Equipment & Supplies 1.6% | | | |
| Abbott Laboratories | 430,534 | \$ | 15,783,376 |
| Covidien PLC | 187,316 | | 12,782,444 |
| | | \$ | 28,565,820 |
| Health Care Providers & Services 1.0% | | | |
| Express Scripts Holding Co. ⁽¹⁾ | 249,267 | \$ | 18,617,752 |
| | | \$ | 18,617,752 |

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| Security | Shares | Value |
|---|---------|-----------------------|
| Hotels, Restaurants & Leisure 0.7% | | |
| McDonald's Corp. | 139,686 | \$ 13,154,231 |
| | | \$ 13,154,231 |
| Household Durables 0.4% | | |
| Mohawk Industries, Inc. ⁽¹⁾ | 50,947 | \$ 7,243,644 |
| | | \$ 7,243,644 |
| Household Products 2.0% | | |
| Procter & Gamble Co. | 268,664 | \$ 20,585,035 |
| Reckitt Benckiser Group PLC | 90,201 | 6,753,586 |
| Svenska Cellulosa AB SCA, Class B | 264,928 | 7,533,326 |
| | | \$ 34,871,947 |
| Industrial Conglomerates 1.7% | | |
| Danaher Corp. | 197,747 | \$ 14,710,400 |
| Koninklijke Philips NV | 254,231 | 8,820,322 |
| Siemens AG | 57,877 | 7,322,248 |
| | | \$ 30,852,970 |
| Insurance 3.6% | | |
| ACE, Ltd. | 73,400 | \$ 6,885,654 |
| Aflac, Inc. | 268,962 | 16,885,434 |
| Allianz SE | 42,498 | 7,064,882 |
| AXA SA | 184,289 | 4,834,075 |
| MetLife, Inc. | 216,490 | 10,618,835 |
| Muenchener Rueckversicherungs-Gesellschaft AG | 15,217 | 3,135,924 |
| Progressive Corp. | 350,000 | 8,134,000 |
| Prudential PLC | 297,029 | 5,979,238 |
| | | \$ 63,538,042 |
| Internet & Catalog Retail 2.0% | | |
| Amazon.com, Inc. ⁽¹⁾ | 64,846 | \$ 23,259,612 |
| Netflix, Inc. ⁽¹⁾ | 29,077 | 11,902,088 |
| | | \$ 35,161,700 |
| Internet Software & Services 6.2% | | |
| eBay, Inc. ⁽¹⁾ | 342,931 | \$ 18,243,929 |
| Facebook, Inc., Class A ⁽¹⁾ | 425,629 | 26,631,607 |
| Google, Inc., Class A ⁽¹⁾ | 54,990 | 64,941,540 |
| | | \$ 109,817,076 |
| IT Services 2.2% | | |
| Accenture PLC, Class A | 196,031 | \$ 15,658,956 |
| Visa, Inc., Class A | 107,612 | 23,182,853 |
| | | \$ 38,841,809 |

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Machinery 1.0%

| | | | |
|-------------|---------|----|-------------------|
| Deere & Co. | 170,052 | \$ | 14,617,670 |
| IMI PLC | 110,038 | | 2,700,274 |
| | | \$ | 17,317,944 |

Media 2.1%

| | | | |
|--------------------------------|---------|----|-------------------|
| Lions Gate Entertainment Corp. | 397,120 | \$ | 12,838,890 |
| Walt Disney Co. (The) | 334,633 | | 24,297,702 |
| | | \$ | 37,136,592 |

Metals & Mining 0.7%

| | | | |
|--------------------------------------|---------|----|-------------------|
| BHP Billiton PLC | 154,654 | \$ | 4,552,793 |
| Freeport-McMoRan Copper & Gold, Inc. | 104,202 | | 3,377,187 |
| Glencore Xstrata PLC | 983,805 | | 5,187,074 |
| | | \$ | 13,117,054 |

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| Security | Shares | Value |
|---|---------|-----------------------|
| Multi-Utilities 0.6% | | |
| Sempra Energy | 117,968 | \$ 10,936,813 |
| | | \$ 10,936,813 |
| Multiline Retail 1.7% | | |
| Dollar General Corp. ⁽¹⁾ | 273,138 | \$ 15,383,132 |
| Macy's, Inc. | 269,955 | 14,361,606 |
| | | \$ 29,744,738 |
| Oil, Gas & Consumable Fuels 8.9% | | |
| BP PLC | 866,111 | \$ 6,787,756 |
| Chevron Corp. | 130,918 | 14,614,376 |
| Concho Resources, Inc. ⁽¹⁾ | 202,581 | 19,810,396 |
| ENI SpA | 203,631 | 4,624,182 |
| Exxon Mobil Corp. | 91,720 | 8,452,915 |
| Marathon Oil Corp. | 407,589 | 13,364,843 |
| Occidental Petroleum Corp. | 362,583 | 31,751,393 |
| Phillips 66 | 257,200 | 18,798,748 |
| Range Resources Corp. | 129,622 | 11,172,120 |
| Royal Dutch Shell PLC, Class B | 358,088 | 13,097,837 |
| Statoil ASA | 116,501 | 2,761,150 |
| Total SA | 238,058 | 13,581,597 |
| | | \$ 158,817,313 |
| Personal Products 1.0% | | |
| Estee Lauder Cos., Inc. (The), Class A | 247,958 | \$ 17,044,633 |
| | | \$ 17,044,633 |
| Pharmaceuticals 7.3% | | |
| AstraZeneca PLC | 165,237 | \$ 10,478,355 |
| Bayer AG | 59,581 | 7,841,198 |
| GlaxoSmithKline PLC | 103,724 | 2,666,137 |
| Johnson & Johnson | 116,001 | 10,262,608 |
| Merck & Co., Inc. | 717,131 | 37,986,429 |
| Novartis AG | 133,491 | 10,551,238 |
| Roche Holding AG PC | 93,341 | 25,609,556 |
| Sanofi | 96,405 | 9,424,637 |
| Shire PLC ADR | 102,300 | 15,306,126 |
| | | \$ 130,126,284 |
| Real Estate Investment Trusts (REITs) 1.3% | | |
| AvalonBay Communities, Inc. | 93,758 | \$ 11,579,113 |
| Boston Properties, Inc. | 114,002 | 12,322,476 |
| | | \$ 23,901,589 |
| Road & Rail 0.8% | | |
| Canadian Pacific Railway, Ltd. | 93,996 | \$ 14,238,514 |
| | | \$ 14,238,514 |

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| | | |
|--|---------|----------------------|
| Semiconductors & Semiconductor Equipment 1.2% | | |
| NXP Semiconductors NV ⁽¹⁾ | 450,213 | \$ 21,767,798 |
| | | \$ 21,767,798 |
| Software 0.9% | | |
| Microsoft Corp. | 407,239 | \$ 15,413,996 |
| SAP AG | 9,792 | 749,182 |
| | | \$ 16,163,178 |
| Specialty Retail 1.5% | | |
| AutoNation, Inc. ⁽¹⁾ | 85,305 | \$ 4,213,214 |
| Home Depot, Inc. (The) | 176,073 | 13,531,210 |
| Industria de Diseno Textil SA | 36,468 | 5,431,332 |
| Kingfisher PLC | 574,902 | 3,485,780 |
| | | \$ 26,661,536 |

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| Security | Shares | Value |
|--|---------|----------------------|
| Textiles, Apparel & Luxury Goods 0.9% | | |
| Adidas AG | 23,495 | \$ 2,619,491 |
| Compagnie Financiere Richemont SA, Class A | 52,013 | 4,811,460 |
| NIKE, Inc., Class B | 119,272 | 8,688,965 |
| | | \$ 16,119,916 |

| | | |
|-----------------------------------|---------|----------------------|
| Tobacco 1.0% | | |
| British American Tobacco PLC | 117,992 | \$ 5,630,306 |
| Philip Morris International, Inc. | 153,479 | 11,992,849 |
| | | \$ 17,623,155 |

| | | |
|---|------------|----------------------|
| Wireless Telecommunication Services 4.0% | | |
| Vodafone Group PLC | 19,014,895 | \$ 70,463,797 |
| | | \$ 70,463,797 |

| | | |
|--|--|-------------------------|
| Total Common Stocks (identified cost \$1,691,723,040) | | \$ 1,732,238,579 |
|--|--|-------------------------|

Short-Term Investments 1.5%

| Description | Interest | |
|---|-----------------|---------------|
| | (000 s omitted) | Value |
| Eaton Vance Cash Reserves Fund, LLC, 0.13% ⁽²⁾ | \$ 27,301 | \$ 27,301,442 |

| | | |
|--|--|----------------------|
| Total Short-Term Investments (identified cost \$27,301,442) | | \$ 27,301,442 |
|--|--|----------------------|

| | | |
|--|--|-------------------------|
| Total Investments 99.1% (identified cost \$1,719,024,482) | | \$ 1,759,540,021 |
|--|--|-------------------------|

Call Options Written (0.2)%

| Description | Number of Contracts | Strike Price | Expiration Date | Value |
|---------------|---------------------|--------------|-----------------|-------------|
| S&P 500 Index | 1,190 | \$ 1,845 | 2/7/14 | \$ (35,700) |
| S&P 500 Index | 1,220 | 1,850 | 2/14/14 | (161,650) |
| S&P 500 Index | 1,170 | 1,830 | 2/22/14 | (649,350) |
| S&P 500 Index | 985 | 1,790 | 2/28/14 | (2,359,075) |

| | | |
|---|--|-----------------------|
| Total Call Options Written (premiums received \$7,362,941) | | \$ (3,205,775) |
|---|--|-----------------------|

| | | |
|--|--|----------------------|
| Other Assets, Less Liabilities 1.1% | | \$ 18,702,410 |
|--|--|----------------------|

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Net Assets 100.0% **\$ 1,775,036,656**

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR - American Depositary Receipt

PC - Participation Certificate

(1) Non-income producing security.

(2) Affiliated investment company, available to Eaton Vance portfolios and funds, which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of January 31, 2014. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended January 31, 2014 was \$6,635.

Country Concentration of Portfolio

| Country | Percentage of Net Assets | Value |
|--------------------------|-----------------------------|-------------------------|
| United States | 72.7% | \$ 1,291,026,201 |
| United Kingdom | 10.1 | 179,199,834 |
| Switzerland | 3.9 | 69,878,610 |
| France | 2.4 | 43,166,613 |
| Germany | 2.3 | 41,644,511 |
| Netherlands | 1.9 | 33,197,017 |
| Ireland | 1.8 | 32,241,011 |
| Sweden | 0.9 | 16,368,559 |
| Canada | 0.8 | 14,238,514 |
| Japan | 0.8 | 13,505,890 |
| Spain | 0.5 | 8,775,354 |
| Norway | 0.4 | 6,658,275 |
| Belgium | 0.3 | 5,015,450 |
| Italy | 0.3 | 4,624,182 |
| Total Investments | 99.1% | \$ 1,759,540,021 |

The cost and unrealized appreciation (depreciation) of investments of the Fund at January 31, 2014, as determined on a federal income tax basis, were as follows:

| | |
|------------------------------------|-------------------------|
| Aggregate cost | \$ 1,721,948,525 |
| Gross unrealized appreciation | \$ 76,501,319 |
| Gross unrealized depreciation | (38,909,823) |
| Net unrealized appreciation | \$ 37,591,496 |

A summary of open financial instruments at January 31, 2014 is as follows:

Forward Foreign Currency Exchange Contracts

| Settlement Date | Deliver | In Exchange For | Counterparty | Unrealized Appreciation | Unrealized (Depreciation) | Net Unrealized Appreciation |
|--------------------|-------------------------------|------------------------------------|-----------------------------|----------------------------|------------------------------|--------------------------------|
| 2/28/14 | Japanese Yen 1,375,644,000 | United States Dollar 13,480,362 | Credit Suisse International | \$ 14,634 | \$ | \$ 14,634 |
| | | | | \$ 14,634 | \$ | \$ 14,634 |

Written options activity for the fiscal year to date ended January 31, 2014 was as follows:

| | Number of Contracts | Premiums Received |
|----------------------------------|------------------------|----------------------|
| Outstanding, beginning of period | 3,565 | \$ 5,790,147 |
| Options written | 16,160 | 25,709,360 |

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| | | |
|---|--------------|---------------------|
| Options terminated in closing purchase transactions | (11,715) | (18,689,387) |
| Options expired | (3,445) | (5,447,179) |
| Outstanding, end of period | 4,565 | \$ 7,362,941 |

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At January 31, 2014, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

In the normal course of pursuing its investment objectives, the Fund is subject to the following risks:

Equity Price Risk: The Fund writes index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline.

Foreign Exchange Risk: Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund enters into forward foreign currency exchange contracts.

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The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at January 31, 2014 was as follows:

| Risk | Derivative | Fair Value | |
|------------------|---|------------------|-----------------------|
| | | Asset Derivative | Liability Derivative |
| Equity Price | Written options | \$ | \$ (3,205,775) |
| Foreign Exchange | Forward foreign currency exchange contracts | \$ 14,634 | \$ |
| Total | | \$ 14,634 | \$ (3,205,775) |

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At January 31, 2014, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

| Asset Description | Level 1 | Level 2 | Level 3 | Total |
|---|-------------------------|------------------------|-----------|-------------------------|
| Common Stocks | | | | |
| Consumer Discretionary | \$ 167,041,910 | \$ 29,853,953 | \$ | \$ 196,895,863 |
| Consumer Staples | 106,969,720 | 50,562,176 | | 157,531,896 |
| Energy | 135,779,340 | 40,852,522 | | 176,631,862 |
| Financials | 246,019,123 | 76,877,595 | | 322,896,718 |
| Health Care | 178,411,532 | 66,571,121 | | 244,982,653 |
| Industrials | 134,801,622 | 18,842,844 | | 153,644,466 |
| Information Technology | 292,178,772 | 749,182 | | 292,927,954 |
| Materials | 47,041,268 | 22,189,662 | | 69,230,930 |
| Telecommunication Services | | 70,463,797 | | 70,463,797 |
| Utilities | 42,120,964 | 4,911,476 | | 47,032,440 |
| Total Common Stocks | \$ 1,350,364,251 | \$ 381,874,328* | \$ | \$ 1,732,238,579 |
| Short-Term Investments | \$ | \$ 27,301,442 | \$ | \$ 27,301,442 |
| Forward Foreign Currency Exchange Contracts | \$ | \$ 14,634 | \$ | \$ 14,634 |
| Total | \$ 1,350,364,251 | \$ 409,190,404 | \$ | \$ 1,759,554,655 |
| Liability Description | | | | |
| Call Options Written | \$ (3,205,775) | \$ | \$ | \$ (3,205,775) |
| Total | \$ (3,205,775) | \$ | \$ | \$ (3,205,775) |

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* Includes foreign equity securities whose values were adjusted to reflect market trading of comparable securities or other correlated instruments that occurred after the close of trading in their applicable foreign markets.

The Fund held no investments or other financial instruments as of October 31, 2013 whose fair value was determined using Level 3 inputs. At January 31, 2014, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

For information on the Fund's policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund's most recent financial statements included in its semiannual or annual report to shareholders.

Item 2. Controls and Procedures

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Eaton Vance Tax-Managed Diversified Equity Income Fund

By: /s/ Walter A. Row, III
Walter A. Row, III
President

Date: March 24, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Walter A. Row, III
Walter A. Row, III
President

Date: March 24, 2014

By: /s/ James F. Kirchner
James F. Kirchner
Treasurer

Date: March 24, 2014