

Eaton Vance Tax-Managed Diversified Equity Income Fund
Form N-Q
March 30, 2017

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, 2017

Date of Reporting Period

Item 1. Schedule of Investments

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

January 31, 2017

PORTFOLIO OF INVESTMENTS (Unaudited)**Common Stocks 98.3%**

Security	Shares	Value
Air Freight & Logistics 1.8%		
C.H. Robinson Worldwide, Inc.	410,504	\$ 31,222,934
		\$ 31,222,934
Auto Components 1.6%		
Delphi Automotive PLC	145,160	\$ 10,169,909
Goodyear Tire & Rubber Co. (The)	556,315	18,019,043
		\$ 28,188,952
Banks 5.9%		
JPMorgan Chase & Co.	691,404	\$ 58,513,520
PNC Financial Services Group, Inc. (The)	278,249	33,517,875
Wells Fargo & Co.	167,673	9,445,020
		\$ 101,476,415
Beverages 2.3%		
Constellation Brands, Inc., Class A	127,340	\$ 19,070,438
PepsiCo, Inc.	206,248	21,404,418
		\$ 40,474,856
Biotechnology 1.9%		
Celgene Corp. ⁽¹⁾	287,934	\$ 33,443,534
		\$ 33,443,534
Capital Markets 4.4%		
Charles Schwab Corp. (The)	1,005,314	\$ 41,459,150
Goldman Sachs Group, Inc. (The)	151,782	34,806,648
		\$ 76,265,798

Chemicals 1.3%

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PPG Industries, Inc.	220,631	\$	22,065,306
		\$	22,065,306
Communications Equipment 1.8%			
Cisco Systems, Inc.	996,269	\$	30,605,384
		\$	30,605,384
Containers & Packaging 1.4%			
International Paper Co.	436,207	\$	24,689,316
		\$	24,689,316
Distributors 1.4%			
LKQ Corp. ⁽¹⁾	762,413	\$	24,328,599
		\$	24,328,599
Diversified Telecommunication Services 2.4%			
Verizon Communications, Inc.	600,646	\$	29,437,660
Zayo Group Holdings, Inc. ⁽¹⁾	381,979		12,208,049
		\$	41,645,709

Security	Shares	Value
Electric Utilities 1.6%		
NextEra Energy, Inc.	223,744	\$ 27,681,608
		\$ 27,681,608
Energy Equipment & Services 2.2%		
Oceaneering International, Inc.	499,456	\$ 13,909,850
Schlumberger, Ltd.	284,947	23,852,913
		\$ 37,762,763
Equity Real Estate Investment Trusts (REITs) 2.6%		
Equity Residential	300,413	\$ 18,256,098
Federal Realty Investment Trust	189,410	26,598,846
		\$ 44,854,944
Food Products 1.4%		
General Mills, Inc.	392,192	\$ 24,504,156
		\$ 24,504,156
Health Care Equipment & Supplies 3.4%		
Danaher Corp.	472,450	\$ 39,648,004
Zimmer Biomet Holdings, Inc.	166,938	19,753,774
		\$ 59,401,778
Household Durables 1.7%		
Newell Brands, Inc.	220,289	\$ 10,426,278
Whirlpool Corp.	106,842	18,685,598
		\$ 29,111,876
Industrial Conglomerates 3.0%		
General Electric Co.	1,749,942	\$ 51,973,277
		\$ 51,973,277
Insurance 3.3%		
American Financial Group, Inc.	294,977	\$ 25,418,168
Chubb, Ltd.	240,411	31,611,642
		\$ 57,029,810
Internet & Direct Marketing Retail 3.7%		
Amazon.com, Inc. ⁽¹⁾	76,888	\$ 63,315,730

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\$ 63,315,730

Internet Software & Services 6.0%

Alphabet, Inc., Class C ⁽¹⁾	96,167	\$	76,624,904
Facebook, Inc., Class A ⁽¹⁾	61,746		8,046,738
GoDaddy, Inc., Class A ⁽¹⁾	508,634		18,173,493

\$ 102,845,135

IT Services 2.9%

Visa, Inc., Class A	601,997	\$	49,791,172
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\$ 49,791,172

Machinery 3.7%

Caterpillar, Inc.	253,777	\$	24,276,308
Fortive Corp.	702,987		38,882,211

\$ 63,158,519

Multi-Utilities 1.6%

Sempra Energy	274,891	\$	28,146,090
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\$ 28,146,090

	Shares	Value
Security		
Oil, Gas & Consumable Fuels 5.1%		
Chevron Corp.	318,104	\$ 35,420,881
ConocoPhillips	455,440	22,207,254
EOG Resources, Inc.	290,966	29,556,326
		\$ 87,184,461
Personal Products 1.6%		
Estee Lauder Cos., Inc. (The), Class A	341,605	\$ 27,741,742
		\$ 27,741,742
Pharmaceuticals 7.8%		
Eli Lilly & Co.	306,145	\$ 23,582,349
Johnson & Johnson	497,084	56,294,763
Pfizer, Inc.	1,061,293	33,674,827
Zoetis, Inc.	381,401	20,954,171
		\$ 134,506,110
Road & Rail 1.3%		
CSX Corp.	466,559	\$ 21,643,672
		\$ 21,643,672
Semiconductors & Semiconductor Equipment 3.3%		
Intel Corp.	1,094,863	\$ 40,312,856
NXP Semiconductors NV ⁽¹⁾	173,696	16,996,153
		\$ 57,309,009
Software 3.9%		
Microsoft Corp.	1,046,150	\$ 67,633,598
		\$ 67,633,598
Specialty Retail 2.8%		
Home Depot, Inc. (The)	344,914	\$ 47,453,268
		\$ 47,453,268
Technology Hardware, Storage & Peripherals 4.5%		
Apple, Inc.	632,020	\$ 76,695,627
		\$ 76,695,627
Textiles, Apparel & Luxury Goods 1.5%		
NIKE, Inc., Class B	473,615	\$ 25,054,234

	\$ 25,054,234
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Tobacco 3.2%

Altria Group, Inc.	780,614	\$ 55,564,105
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	\$ 55,564,105
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Total Common Stocks

(identified cost \$1,411,028,404)	\$ 1,694,769,487
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Short-Term Investments 1.9%

Description	Units	Value
Eaton Vance Cash Reserves Fund, LLC, 0.90% ⁽²⁾	32,812,552	\$ 32,815,833

Total Short-Term Investments

(identified cost \$32,815,833)	\$ 32,815,833
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	Value
Total Investments 100.2% (identified cost \$1,443,844,237)	\$ 1,727,585,320

Call Options Written (0.3)%

Exchanged-Traded Options (0.3)%

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	300	\$ 2,275	2/1/17	\$ (216,000)
S&P 500 Index	300	2,275	2/3/17	(307,500)
S&P 500 Index	300	2,280	2/6/17	(261,000)
S&P 500 Index	300	2,275	2/8/17	(415,500)
S&P 500 Index	300	2,280	2/10/17	(372,000)
S&P 500 Index	300	2,275	2/13/17	(489,000)
S&P 500 Index	300	2,280	2/15/17	(451,500)
S&P 500 Index	305	2,275	2/17/17	(588,650)
S&P 500 Index	300	2,270	2/21/17	(714,000)
S&P 500 Index	300	2,290	2/22/17	(393,000)
S&P 500 Index	300	2,300	2/24/17	(289,500)
S&P 500 Index	300	2,280	2/27/17	(600,000)

Total Call Options Written (premiums received \$7,061,424)	\$ (5,097,650)
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Other Assets, Less Liabilities 0.1%	\$ 1,089,107
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Net Assets 100.0%	\$ 1,723,576,777
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The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

- (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, 2017. Net income from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended January 31, 2017 was \$38,881.

Written options activity for the fiscal year to date ended January 31, 2017 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	3,750	\$ 6,370,521
Options written	12,120	23,385,531
Options terminated in closing purchase transactions	(7,950)	(15,216,728)
Options exercised	(1,260)	(2,415,203)
Options expired	(3,055)	(5,062,697)
Outstanding, end of period	3,605	\$ 7,061,424

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At January 31, 2017, the Fund had sufficient cash and/or securities to cover commitments under open derivative contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. 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.

At January 31, 2017, the aggregate fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in a liability position and whose primary underlying risk exposure is equity price risk was \$5,097,650.

The cost and unrealized appreciation (depreciation) of investments of the Fund at January 31, 2017, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 1,450,056,874
Gross unrealized appreciation	\$ 283,452,886
Gross unrealized depreciation	(5,924,440)
Net unrealized appreciation	\$ 277,528,446

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, 2017, 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	\$ 1,694,769,487*	\$	\$	\$ 1,694,769,487
Short-Term Investments		32,815,833		32,815,833

Total Investments	\$ 1,694,769,487	\$ 32,815,833	\$	\$ 1,727,585,320
Liability Description				
Call Options Written	\$ (5,097,650)	\$	\$	(5,097,650)
Total	\$ (5,097,650)	\$	\$	(5,097,650)

* The level classification by major category of investments is the same as the category presentation in the Portfolio of Investments.

The Fund held no investments or other financial instruments as of October 31, 2016 whose fair value was determined using Level 3 inputs. At January 31, 2017, 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/ Edward J. Perkin
Edward J. Perkin
President

Date: March 24, 2017

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/ Edward J. Perkin
Edward J. Perkin
President

Date: March 24, 2017

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

Date: March 24, 2017