

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

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

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

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

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

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

Eaton Vance Risk-Managed Diversified Equity Income Fund

ABBOTT LABORATORIES

Agen

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

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

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

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

ACCENTURE LTD

Agen

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

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

AFLAC INCORPORATED

Agen

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

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

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

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

ALLERGAN, INC.

Agent

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

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

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

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

ALTRIA GROUP, INC.

Agen

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

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

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

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

 ANADARKO PETROLEUM CORPORATION

Agen

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

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

 APPLE INC.

Agen

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

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

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

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

 AT&T INC.

Agent

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

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

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

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

BANK OF AMERICA CORPORATION

Agen

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

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

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

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

 BANK OF NEW YORK MELLON CORP.

Agen

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

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

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

INCENTIVE COMPENSATION PLAN.

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

BAXTER INTERNATIONAL INC.

Agen

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

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

BERKSHIRE HATHAWAY INC.

Agen

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

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

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

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

 BEST BUY CO., INC.

 Agen

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

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

 BIOGEN IDEC INC.

 Agen

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

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

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

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

CISCO SYSTEMS, INC.

Agen

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

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

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

AND EXECUTIVE OFFICERS.

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

 CITIGROUP INC.

 Agen

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

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

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

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

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103
Meeting Type: Annual

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

Meeting Date: 08-May-2008
 Ticker: CL
 ISIN: US1941621039

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: JOHN T. CAHILL | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JILL K. CONWAY | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: IAN M. COOK | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ELLEN M. HANCOCK | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: DAVID W. JOHNSON | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: RICHARD J. KOGAN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DELANO E. LEWIS | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: REUBEN MARK | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: J. PEDRO REINHARD | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: STEPHEN I. SADOVE | Mgmt | For |
| 02 | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | AMEND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK | Mgmt | For |

COMCAST CORPORATION

Agen

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

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

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

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

 COMPANHIA VALE DO RIO DOCE

Agen

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

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

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

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

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

CONOCOPHILLIPS

Agen

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

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

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

12 GLOBAL WARMING Shr Against

 CVS/CAREMARK CORPORATION

Agen

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

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

 DANAHER CORPORATION

Agen

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

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

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

DEERE & COMPANY

Agen

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

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

DIAMOND OFFSHORE DRILLING, INC.

Agen

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

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

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

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

E. I. DU PONT DE NEMOURS AND COMPANY

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR RICHARD H. BROWN ROBERT A. BROWN BERTRAND P. COLLOMB CURTIS J. CRAWFORD ALEXANDER M. CUTLER JOHN T. DILLON ELEUTHERE I. DU PONT MARILLYN A. HEWSON CHARLES O. HOLLIDAY, JR LOIS D. JULIBER SEAN O'KEEFE WILLIAM K. REILLY | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 02 | ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | ON PLANT CLOSURE | Shr | Against |
| 04 | ON SEPARATION OF POSITIONS OF CHAIRMAN AND CEO | Shr | For |
| 05 | ON GLOBAL WARMING REPORT | Shr | Against |
| 06 | ON AMENDMENT TO HUMAN RIGHTS POLICY | Shr | Against |
| 07 | ON SHAREHOLDER SAY ON EXECUTIVE PAY | Shr | For |

EBAY INC.

Agen

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

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

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

 EDISON INTERNATIONAL

Agen

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

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

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

 EMC CORPORATION

Agen

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

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

 EMERSON ELECTRIC CO.

Agen

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

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

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

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

EXXON MOBIL CORPORATION

Agen

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

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

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

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

GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108
Meeting Type: Annual
Meeting Date: 07-May-2008
Ticker: GD
ISIN: US3695501086

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: N.D. CHABRAJA | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: J.S. CROWN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: W.P. FRICKS | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: C.H. GOODMAN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: J.L. JOHNSON | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: G.A. JOULWAN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: P.G. KAMINSKI | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: J.M. KEANE | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: D.J. LUCAS | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: L.L. LYLES | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: C.E. MUNDY, JR. | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: J.C. REYES | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: R. WALMSLEY | Mgmt | For |
| 02 | SELECTION OF INDEPENDENT AUDITORS | Mgmt | For |
| 03 | SHAREHOLDER PROPOSAL WITH REGARD TO ETHICAL CRITERIA FOR MILITARY CONTRACTS | Shr | Against |
| 04 | SHAREHOLDER PROPOSAL WITH REGARD TO SPECIAL SHAREHOLDER MEETINGS | Shr | Against |

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

GENERAL ELECTRIC COMPANY

Agen

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

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

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

 GENZYME CORPORATION

Agen

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

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

 GILEAD SCIENCES, INC.

Agen

Security: 375558103
 Meeting Type: Annual
 Meeting Date: 08-May-2008
 Ticker: GILD
 ISIN: US3755581036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 01 | DIRECTOR | | |
| | PAUL BERG | Mgmt | For |
| | JOHN F. COGAN | Mgmt | For |
| | ETIENNE F. DAVIGNON | Mgmt | For |
| | JAMES M. DENNY | Mgmt | For |
| | CARLA A. HILLS | Mgmt | For |
| | JOHN W. MADIGAN | Mgmt | For |
| | JOHN C. MARTIN | Mgmt | For |
| | GORDON E. MOORE | Mgmt | For |
| | NICHOLAS G. MOORE | Mgmt | For |

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

| | | | |
|----|--|------|-----|
| | GAYLE E. WILSON | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008. | Mgmt | For |
| 03 | TO APPROVE THE PROPOSED AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN. | Mgmt | For |
| 04 | TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF GILEAD'S COMMON STOCK FROM 1,400,000,000 TO 2,800,000,000 SHARES. | Mgmt | For |

 GOLDCORP INC.

Agem

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| A | DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY C. KEVIN MCARTHUR JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG KENNETH F. WILLIAMSON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |
| B | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION; | Mgmt | For |
| C | A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S 2005 STOCK OPTION PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR; | Mgmt | For |
| D | A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S RESTRICTED SHARE PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR; | Mgmt | For |
| E | A RESOLUTION CONFIRMING A NEW GENERAL BY-LAW FOR THE COMPANY, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION | Mgmt | For |

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

CIRCULAR.

 GOOGLE INC.

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ARTHUR D. LEVINSON ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |
| 02 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GOOGLE INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008. | Mgmt | For |
| 03 | APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE THEREUNDER BY 6,500,000. | Mgmt | Against |
| 04 | STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP. | Shr | Against |
| 05 | STOCKHOLDER PROPOSAL REGARDING THE CREATION OF A BOARD COMMITTEE ON HUMAN RIGHTS. | Shr | Against |

 HESS CORPORATION

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01 | DIRECTOR | | |

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

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

HEWLETT-PACKARD COMPANY

Agen

Security: 428236103
 Meeting Type: Annual
 Meeting Date: 19-Mar-2008
 Ticker: HPQ
 ISIN: US4282361033

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: L.T. BABBIO, JR. | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: S.M. BALDAUF | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: R.A. HACKBORN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: J.H. HAMMERGREN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: M.V. HURD | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: J.Z. HYATT | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: J.R. JOYCE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: R.L. RYAN | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: L.S. SALHANY | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: G.K. THOMPSON | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2008 | Mgmt | For |

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109
 Meeting Type: Annual

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

Meeting Date: 02-May-2008
 Ticker: ITW
 ISIN: US4523081093

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: WILLIAM F. ALDINGER | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: SUSAN CROWN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: DON H. DAVIS, JR. | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ROBERT S. MORRISON | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JAMES A. SKINNER | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: HAROLD B. SMITH | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DAVID B. SPEER | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: PAMELA B. STROBEL | Mgmt | For |
| 02 | REAPPROVAL OF THE PERFORMANCE FACTORS AND AWARD LIMIT UNDER THE EXECUTIVE INCENTIVE PLAN. | Mgmt | For |
| 03 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2008. | Mgmt | For |

INTEL CORPORATION

Agen

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

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

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

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

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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

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

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

 INVESCO LTD

Agen

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

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

 J. C. PENNEY COMPANY, INC.

Agen

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

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

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

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

 JOHNSON & JOHNSON

 Agen

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

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

 JOHNSON CONTROLS, INC.

 Agen

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

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

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

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

JPMORGAN CHASE & CO.

Agen

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

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

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

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

KIMBERLY-CLARK CORPORATION

Agen

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

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

LINCOLN NATIONAL CORPORATION

Agen

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

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

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

LOCKHEED MARTIN CORPORATION

Agen

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

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

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

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

MARRIOTT INTERNATIONAL, INC.

Agen

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

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

MASTERCARD INCORPORATED

Agen

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

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

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

MCDONALD'S CORPORATION

Agen

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

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

MERCK & CO., INC.

Agen

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

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

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

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

MERRILL LYNCH & CO., INC.

----- Agen

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

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

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

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

METLIFE, INC.

Agen

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

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

MICROSOFT CORPORATION

Agen

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

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

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

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

 NESTLE S.A.

Agen

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

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

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

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

OCCIDENTAL PETROLEUM CORPORATION

Agen

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

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

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

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

 PAYCHEX, INC.

 Agen

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

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

 PEPSICO, INC.

 Agen

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

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

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

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

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

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

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

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

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

 QUALCOMM, INCORPORATED

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR BARBARA T. ALEXANDER DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES MARC I. STERN BRENT SCOWCROFT | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For Withheld For For |
| 02 | TO APPROVE AMENDMENTS TO THE 2006 LONG-TERM INCENTIVE PLAN AND AN INCREASE IN THE SHARE RESERVE BY 115,000,000 SHARES. | Mgmt | For |
| 03 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 28, 2008. | Mgmt | For |

 RAYTHEON COMPANY

Agen

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

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

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

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

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

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR P. CAMUS J.S. GORELICK A. GOULD T. ISAAC N. KUDRYAVTSEV A. LAJOUS M.E. MARKS D. PRIMAT L.R. REIF T.I. SANDVOLD N. SEYDOUX L.G. STUNTZ | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 02 | ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS | Mgmt | For |
| 03 | APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008 | Mgmt | For |

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

STOCK INCENTIVE PLAN

04 APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING Mgmt For
FIRM

SIMON PROPERTY GROUP, INC. Agen

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

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

STAPLES, INC. Agen

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

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

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

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

 STATE STREET CORPORATION

Agen

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

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

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

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

 SYSCO CORPORATION

Agen

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

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

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

T. ROWE PRICE GROUP, INC.

Agen

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

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

TEXAS INSTRUMENTS INCORPORATED

Agen

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

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

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

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

 THE BOEING COMPANY

 Agen

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

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

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

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

 THE CHUBB CORPORATION

Agen

 Security: 171232101
 Meeting Type: Annual
 Meeting Date: 29-Apr-2008
 Ticker: CB
 ISIN: US1712321017

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: ZOE BAIRD | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: SHEILA P. BURKE | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JAMES I. CASH, JR. | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JOEL J. COHEN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JOHN D. FINNEGAN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: KLAUS J. MANGOLD | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: MARTIN G. MCGUINN | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: LAWRENCE M. SMALL | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JESS SODERBERG | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: DANIEL E. SOMERS | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: KAREN HASTIE WILLIAMS | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: ALFRED W. ZOLLAR | Mgmt | For |

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

| | | | |
|----|---|------|-----|
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR. | Mgmt | For |
|----|---|------|-----|

THE COCA-COLA COMPANY

Agen

Security: 191216100
 Meeting Type: Annual
 Meeting Date: 16-Apr-2008
 Ticker: KO
 ISIN: US1912161007

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

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

 THE GOLDMAN SACHS GROUP, INC.

Agen

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

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

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

 THE HARTFORD FINANCIAL SVCS GROUP, INC.

Agen

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

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

 THE HOME DEPOT, INC.

Agen

 Security: 437076102
 Meeting Type: Annual
 Meeting Date: 22-May-2008
 Ticker: HD
 ISIN: US4370761029

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: F. DUANE ACKERMAN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: DAVID H. BATCHELDER | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: FRANCIS S. BLAKE | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ARI BOUSBIB | Mgmt | For |

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

| | | | |
|----|---|------|---------|
| 1E | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ALBERT P. CAREY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: ARMANDO CODINA | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: BRIAN C. CORNELL | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: BONNIE G. HILL | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: KAREN L. KATEN | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING FEBRUARY 1, 2009 | Mgmt | For |
| 03 | TO APPROVE THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN | Mgmt | For |
| 04 | TO APPROVE AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF RESERVED SHARES | Mgmt | For |
| 05 | SHAREHOLDER PROPOSAL REGARDING POLITICAL NONPARTISANSHIP | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS | Shr | For |
| 07 | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT DISCLOSURE | Shr | Against |
| 08 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION | Shr | For |
| 09 | SHAREHOLDER PROPOSAL REGARDING PAY-FOR-SUPERIOR PERFORMANCE | Shr | For |

 THE PNC FINANCIAL SERVICES GROUP, INC.

 Agen

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

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

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

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

THE PROCTER & GAMBLE COMPANY

Agen

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

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

THE TRAVELERS COMPANIES, INC.

Agen

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

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

ISIN: US89417E1091

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: ALAN L. BELLER | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JOHN H. DASBURG | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JANET M. DOLAN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JAY S. FISHMAN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: LAWRENCE G. GRAEV | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: PATRICIA L. HIGGINS | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: THOMAS R. HODGSON | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, JR. | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: ROBERT I. LIPP | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: GLEN D. NELSON, MD | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: LAURIE J. THOMSEN | Mgmt | For |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008. | Mgmt | For |

THE WALT DISNEY COMPANY

Agen

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

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

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

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

 THE WILLIAMS COMPANIES, INC.

 Agen

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

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

 THERMO FISHER SCIENTIFIC INC.

 Agen

Security: 883556102
 Meeting Type: Annual

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

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

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

TIME WARNER INC.

Agen

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

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

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

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

 TRANSOCEAN INC

Agen

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

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

 TRANSOCEAN INC.

Agen

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

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

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

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

U.S. BANCORP

Agen

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

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

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109
Meeting Type: Annual

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

Meeting Date: 09-Apr-2008
 Ticker: UTX
 ISIN: US9130171096

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR LOUIS R. CHENEVERT GEORGE DAVID JOHN V. FARACI JEAN-PIERRE GARNIER JAMIE S. GORELICK CHARLES R. LEE RICHARD D. MCCORMICK HAROLD MCGRAW III RICHARD B. MYERS H. PATRICK SWYGERT ANDRE VILLENEUVE CHRISTINE TODD WHITMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 02 | APPOINTMENT OF INDEPENDENT AUDITORS | Mgmt | For |
| 03 | APPROVAL OF AMENDMENT TO THE 2005 LONG-TERM INCENTIVE PLAN | Mgmt | For |
| 04 | SHAREOWNER PROPOSAL: PRINCIPLES FOR HEALTH CARE REFORM | Shr | Against |
| 05 | SHAREOWNER PROPOSAL: GLOBAL SET OF CORPORATE STANDARDS | Shr | Against |
| 06 | SHAREOWNER PROPOSAL: PAY FOR SUPERIOR PERFORMANCE | Shr | Against |
| 07 | SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES | Shr | Against |

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
 Meeting Type: Annual
 Meeting Date: 01-May-2008
 Ticker: VZ
 ISIN: US92343V1044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: RICHARD L. CARRION | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: M. FRANCES KEETH | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: SANDRA O. MOOSE | Mgmt | For |

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

| | | | |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: JOSEPH NEUBAUER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: THOMAS H. O'BRIEN | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: CLARENCE OTIS, JR. | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: HUGH B. PRICE | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: IVAN G. SEIDENBERG | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: JOHN W. SNOW | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JOHN R. STAFFORD | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | ELIMINATE STOCK OPTIONS | Shr | Against |
| 04 | GENDER IDENTITY NONDISCRIMINATION POLICY | Shr | Against |
| 05 | SEPARATE OFFICES OF CHAIRMAN AND CEO | Shr | Against |

WAL-MART STORES, INC.

Agen

Security: 931142103
Meeting Type: Annual
Meeting Date: 06-Jun-2008
Ticker: WMT
ISIN: US9311421039

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: AIDA M. ALVAREZ | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JAMES W. BREYER | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: M. MICHELE BURNS | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMES I. CASH, JR. | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ROGER C. CORBETT | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: DOUGLAS N. DAFT | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DAVID D. GLASS | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: GREGORY B. PENNER | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: ALLEN I. QUESTROM | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: H. LEE SCOTT, JR. | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: ARNE M. SORENSON | Mgmt | For |

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

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

WYETH

Agen

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

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

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

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

ZIMMER HOLDINGS, INC.

Agen

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

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

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

* Management position unknown

SIGNATURES

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

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