

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 16, 2011

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

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

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2010 - 06/30/2011

Eaton Vance Risk-Managed Diversified Equity Income Fund

ACCENTURE PLC

Agen

Security: G1151C101
Meeting Type: Annual
Meeting Date: 03-Feb-2011
Ticker: ACN
ISIN: IE00B4BNMY34

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED AUGUST 31, 2010 AS PRESENTED	Mgmt	For
2A	RE-APPOINTMENT OF DIRECTOR: CHARLES H. GIANCARLO	Mgmt	For
2B	RE-APPOINTMENT OF DIRECTOR: DENNIS F. HIGHTOWER	Mgmt	For
2C	RE-APPOINTMENT OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For

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

2D	RE-APPOINTMENT OF DIRECTOR: MARK MOODY-STUART	Mgmt	For
2E	RE-APPOINTMENT OF DIRECTOR: PIERRE NANTERME	Mgmt	For
03	RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2011 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION	Mgmt	For
04	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
05	RECOMMENDATION, IN A NON-BINDING VOTE, OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
06	AUTHORIZATION TO HOLD THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
07	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
08	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For

AFLAC INCORPORATED

Agen

Security: 001055102
Meeting Type: Annual
Meeting Date: 02-May-2011
Ticker: AFL
ISIN: US0010551028

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

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

1I	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Mgmt	For
1J	ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.	Mgmt	For
1K	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Mgmt	For
1L	ELECTION OF DIRECTOR: MARVIN R. SCHUSTER	Mgmt	For
1M	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Mgmt	For
1N	ELECTION OF DIRECTOR: ROBERT L. WRIGHT	Mgmt	For
1O	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Mgmt	For
02	TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE IN THE PROXY STATEMENT.	Mgmt	For
03	NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

ALPHA NATURAL RESOURCES, INC.

Agent

Security: 02076X102
Meeting Type: Special
Meeting Date: 01-Jun-2011
Ticker: ANR
ISIN: US02076X1028

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE AMENDMENT TO ALPHA'S CERTIFICATE OF INCORPORATION, AS DESCRIBED IN AND ATTACHED AS ANNEX B TO THE JOINT PROXY STATEMENT/PROSPECTUS, PURSUANT TO WHICH ALPHA WILL BE AUTHORIZED TO ISSUE UP TO 400,000,000 SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE.	Mgmt	For
02	TO APPROVE THE ISSUANCE OF SHARES OF ALPHA COMMON STOCK, PAR VALUE \$0.01 PER SHARE, TO STOCKHOLDERS OF MASSEY ENERGY COMPANY PURSUANT TO THE MERGER AGREEMENT, DATED JANUARY 28, 2011, AMONG ALPHA, MOUNTAIN MERGER SUB, INC., AND MASSEY.	Mgmt	For
03	TO APPROVE ADJOURNMENTS OF THE ALPHA SPECIAL MEETING IF NECESSARY OR APPROPRIATE, INCLUDING TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME	Mgmt	For

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

OF THE ALPHA SPECIAL MEETING TO APPROVE ONE
OR BOTH OF THE PROPOSALS DESCRIBED ABOVE.

AMAZON.COM, INC. Agen

Security: 023135106
Meeting Type: Annual
Meeting Date: 07-Jun-2011
Ticker: AMZN
ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1F	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1H	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER OWNERSHIP THRESHOLD FOR CALLING A SPECIAL MEETING OF SHAREHOLDERS.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT CONCERNING CLIMATE CHANGE.	Shr	Against

AMERICAN ELECTRIC POWER COMPANY, INC. Agen

Security: 025537101
Meeting Type: Annual
Meeting Date: 26-Apr-2011
Ticker: AEP
ISIN: US0255371017

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID J. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES F. CORDES	Mgmt	For
1C	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Mgmt	For
1E	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Mgmt	For
1F	ELECTION OF DIRECTOR: LESTER A. HUDSON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
1I	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For
1K	ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN	Mgmt	For
1L	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN F. TURNER	Mgmt	For
2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109
 Meeting Type: Annual
 Meeting Date: 02-May-2011
 Ticker: AXP
 ISIN: US0258161092

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT	Mgmt Mgmt Mgmt Mgmt	For For For For

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

	P. CHERNIN	Mgmt	For
	T.J. LEONSIS	Mgmt	For
	J. LESCHLY	Mgmt	For
	R.C. LEVIN	Mgmt	For
	R.A. MCGINN	Mgmt	For
	E.D. MILLER	Mgmt	For
	S.S REINEMUND	Mgmt	For
	R.D. WALTER	Mgmt	For
	R.A. WILLIAMS	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY EXECUTIVE COMPENSATION VOTE.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
06	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shr	For

 AMERICAN TOWER CORPORATION

 Agen

 Security: 029912201
 Meeting Type: Annual
 Meeting Date: 18-May-2011
 Ticker: AMT
 ISIN: US0299122012

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD M. DYKES	Mgmt	For
1C	ELECTION OF DIRECTOR: CAROLYN F. KATZ	Mgmt	For
1D	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Mgmt	For
1E	ELECTION OF DIRECTOR: JOANN A. REED	Mgmt	For
1F	ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Mgmt	For
02	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

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

03	TO APPROVE AN AMENDMENT TO AMERICAN TOWER CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	TO CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	TO CONDUCT AN ADVISORY VOTE ON WHETHER TO HOLD THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS.	Mgmt	1 Year

AMERISOURCEBERGEN CORPORATION Agen

Security: 03073E105
Meeting Type: Annual
Meeting Date: 17-Feb-2011
Ticker: ABC
ISIN: US03073E1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF CLASS I DIRECTOR: CHARLES H. COTROS	Mgmt	For
1B	ELECTION OF CLASS I DIRECTOR: JANE E. HENNEY, M.D.	Mgmt	For
1C	ELECTION OF CLASS I DIRECTOR: R. DAVID YOST	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
05	APPROVAL OF THE AMENDMENT OF AMERISOURCEBERGEN'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
06	APPROVAL OF THE AMERISOURCEBERGEN CORPORATION 2011 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For

APACHE CORPORATION Agen

Security: 037411105
Meeting Type: Annual
Meeting Date: 05-May-2011
Ticker: APA
ISIN: US0374111054

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: G. STEVEN FARRIS	Mgmt	For
02	ELECTION OF DIRECTOR: RANDOLPH M. FERLIC	Mgmt	For
03	ELECTION OF DIRECTOR: A.D. FRAZIER, JR.	Mgmt	For
04	ELECTION OF DIRECTOR: JOHN A. KOCUR	Mgmt	For
05	RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS	Mgmt	For
06	ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	For
07	TO RECOMMEND THE FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	1 Year
08	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL COMMON STOCK	Mgmt	For
09	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL PREFERRED STOCK	Mgmt	For
10	APPROVAL OF APACHE'S 2011 OMNIBUS EQUITY COMPENSATION PLAN	Mgmt	For

 APPLE INC.

Agen

Security: 037833100
 Meeting Type: Annual
 Meeting Date: 23-Feb-2011
 Ticker: AAPL
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

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

04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

 AT&T INC.

Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 29-Apr-2011
 Ticker: T
 ISIN: US00206R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1C	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1E	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1G	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1H	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1J	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1K	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1L	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	APPROVE 2011 INCENTIVE PLAN.	Mgmt	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
06	POLITICAL CONTRIBUTIONS.	Shr	Against
07	SPECIAL STOCKHOLDER MEETINGS.	Shr	For

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

08 WRITTEN CONSENT. Shr For

 AVALONBAY COMMUNITIES, INC. Agen

 Security: 053484101
 Meeting Type: Annual
 Meeting Date: 11-May-2011
 Ticker: AVB
 ISIN: US0534841012

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BRYCE BLAIR BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	TO CAST A NON-BINDING ADVISORY VOTE ON APPROVAL OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT.	Mgmt	For
04	TO CAST A NON-BINDING ADVISORY VOTE AS TO FREQUENCY OF FUTURE ADVISORY STOCKHOLDER VOTES ON THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

 BHP BILLITON LIMITED Agen

 Security: 088606108
 Meeting Type: Annual
 Meeting Date: 16-Nov-2010
 Ticker: BHP
 ISIN: US0886061086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE 2010 FINANCIAL STATEMENTS AND	Mgmt	For

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

REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON
PLC

02	TO RE-ELECT DR JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
03	TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
04	TO RE-ELECT MR KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
05	TO RE-ELECT DR JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
06	TO RE-ELECT MR JACQUES NASSER AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
07	TO ELECT MR MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
08	TO ELECT MS CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
09	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Mgmt	For
10	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Mgmt	For
11	TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH	Mgmt	For
12	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Mgmt	For
13	TO APPROVE THE 2010 REMUNERATION REPORT	Mgmt	For
14	TO APPROVE AMENDMENTS TO THE LONG TERM INCENTIVE PLAN	Mgmt	For
15	TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Mgmt	For
16	TO APPROVE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LIMITED	Mgmt	For
17	TO APPROVE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC	Mgmt	For

BOSTON PROPERTIES, INC.

Agen

Security: 101121101
 Meeting Type: Annual
 Meeting Date: 17-May-2011
 Ticker: BXP
 ISIN: US1011211018

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LAWRENCE S. BACOW	Mgmt	For
1B	ELECTION OF DIRECTOR: ZOE BAIRD	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN J. PATRICOFF	Mgmt	For
1D	ELECTION OF DIRECTOR: MARTIN TURCHIN	Mgmt	For
02	TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
03	TO APPROVE, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING THE ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
04	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

 CARDINAL HEALTH, INC.

 Agen

Security: 14149Y108
 Meeting Type: Annual
 Meeting Date: 03-Nov-2010
 Ticker: CAH
 ISIN: US14149Y1082

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: COLLEEN F. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: GEORGE S. BARRETT	Mgmt	For
1C	ELECTION OF DIRECTOR: GLENN A. BRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: CARRIE S. COX	Mgmt	For
1E	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1F	ELECTION OF DIRECTOR: BRUCE L. DOWNEY	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN F. FINN	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. KENNY	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES J. MONGAN, M.D.	Mgmt	For

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

1J	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID W. RAISBECK	Mgmt	For
1L	ELECTION OF DIRECTOR: JEAN G. SPAULDING, M.D.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2011.	Mgmt	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CODE OF REGULATIONS ALLOWING THE BOARD OF DIRECTORS TO AMEND THE RESTATED CODE OF REGULATIONS.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED STOCK OPTIONS.	Shr	For
05	SHAREHOLDER PROPOSAL TO AMEND THE RESTATED CODE OF REGULATIONS TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR.	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shr	For

CARNIVAL CORPORATION

Agen

Security: 143658300
Meeting Type: Annual
Meeting Date: 13-Apr-2011
Ticker: CCL
ISIN: PA1436583006

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
02	TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
03	TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
04	TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
05	TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
06	TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
07	TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For

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

08	TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
09	TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
10	TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
11	TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
12	TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
13	TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
14	TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
15	TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION.	Mgmt	For
16	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.	Mgmt	For
17	TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2010.	Mgmt	For
18	TO APPROVE THE FISCAL 2010 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.	Mgmt	For
19	TO DETERMINE HOW FREQUENTLY THE SHAREHOLDERS OF CARNIVAL CORPORATION & PLC SHOULD BE PROVIDED WITH A NON-BINDING ADVISORY VOTE REGARDING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.	Mgmt	1 Year
20	TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2010.	Mgmt	For
21	TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For
22	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For
23	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.	Mgmt	For
24	TO APPROVE THE CARNIVAL CORPORATION 2011 STOCK	Mgmt	For

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

PLAN.

 CELGENE CORPORATION

Agen

Security: 151020104
 Meeting Type: Annual
 Meeting Date: 15-Jun-2011
 Ticker: CELG
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT J. HUGIN MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE MICHAEL A. FRIEDMAN, MD GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
05	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year

 CENTURYLINK, INC.

Agen

Security: 156700106
 Meeting Type: Annual
 Meeting Date: 18-May-2011
 Ticker: CTL
 ISIN: US1567001060

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR VIRGINIA BOULET PETER C. BROWN	Mgmt Mgmt	For For

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

	RICHARD A. GEPHARDT	Mgmt	For
	GREGORY J. MCCRAY	Mgmt	For
	MICHAEL J. ROBERTS	Mgmt	For
2	RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2011.	Mgmt	For
3	APPROVE OUR 2011 EQUITY INCENTIVE PLAN.	Mgmt	For
4A	ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION.	Mgmt	For
4B	ADVISORY VOTE REGARDING THE FREQUENCY OF OUR EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
5A	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS.	Shr	Against
5B	SHAREHOLDER PROPOSAL REGARDING BOARD DECLASSIFICATION.	Shr	For

 CISCO SYSTEMS, INC.

 Agen

Security: 17275R102
 Meeting Type: Annual
 Meeting Date: 18-Nov-2010
 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: ARUN SARIN	Mgmt	For
1L	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1M	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	For
02	TO APPROVE A NON-BINDING ADVISORY RESOLUTION	Mgmt	For

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

REGARDING EXECUTIVE COMPENSATION.

03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 30, 2011.	Mgmt	For
04	PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.	Shr	Against
05	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
06	PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT CISCO ADOPT AND IMPLEMENT A POLICY RESTRICTING CERTAIN SALES IN CHINA, ADOPT A RELATED OVERSIGHT AND COMPLIANCE SYSTEM WITH RESPECT TO HUMAN RIGHTS IMPACTS AND PROVIDE PUBLIC DISCLOSURE OF CISCO'S SALES TO CHINA AND CERTAIN OTHER GOVERNMENTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against

 CITIGROUP INC.

 Agen

Security: 172967101
 Meeting Type: Annual
 Meeting Date: 21-Apr-2011
 Ticker: C
 ISIN: US1729671016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: TIMOTHY C. COLLINS	Mgmt	For
1C	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For
1E	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Mgmt	For
1F	ELECTION OF DIRECTOR: VIKRAM S. PANDIT	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	For
1H	ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI	Mgmt	For
1I	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For

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

1J	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1K	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Mgmt	For
1L	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Mgmt	For
1N	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL OF CITI'S 2011 EXECUTIVE PERFORMANCE PLAN.	Mgmt	For
05	ADVISORY VOTE ON CITI'S 2010 EXECUTIVE COMPENSATION.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
07	PROPOSAL TO APPROVE THE REVERSE STOCK SPLIT EXTENSION.	Mgmt	For
08	STOCKHOLDER PROPOSAL REGARDING POLITICAL NON-PARTISANSHIP.	Shr	Against
09	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
10	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON RESTORING TRUST AND CONFIDENCE IN THE FINANCIAL SYSTEM.	Shr	Against
11	STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 15% OR ABOVE HAVE THE RIGHT TO CALL SPECIAL STOCKHOLDER MEETINGS.	Shr	For
12	STOCKHOLDER PROPOSAL REQUESTING THAT THE AUDIT COMMITTEE CONDUCT AN INDEPENDENT REVIEW AND REPORT ON CONTROLS RELATED TO LOANS, FORECLOSURES, AND SECURITIZATIONS.	Shr	For

COMCAST CORPORATION

Agen

Security: 20030N101
Meeting Type: Annual
Meeting Date: 11-May-2011
Ticker: CMCSA
ISIN: US20030N1019

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

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

01	DIRECTOR S. DECKER ANSTROM KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS DR. JUDITH RODIN	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	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF THE COMCAST-NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
04	APPROVAL OF THE COMCAST CORPORATION 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	APPROVAL OF THE COMCAST CORPORATION 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
06	APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION	Mgmt	For
07	ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
08	TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS	Shr	Against
09	TO REQUIRE THAT THE CHAIRMAN OF THE BOARD NOT BE A CURRENT OR FORMER EXECUTIVE OFFICER	Shr	For

CONOCOPHILLIPS

Agen

Security: 20825C104
Meeting Type: Annual
Meeting Date: 11-May-2011
Ticker: COP
ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For

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

1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For
1I	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	APPROVAL OF 2011 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
06	GENDER EXPRESSION NON-DISCRIMINATION.	Shr	Against
07	POLITICAL CONTRIBUTIONS.	Shr	Against
08	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shr	Against
09	ACCIDENT RISK MITIGATION.	Shr	Against
10	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Shr	Against
11	GREENHOUSE GAS REDUCTION TARGETS.	Shr	Against
12	REPORT ON FINANCIAL RISKS FROM CLIMATE CHANGE.	Shr	Against
13	CANADIAN OIL SANDS.	Shr	Against

CORNING INCORPORATED

Agen

Security: 219350105
Meeting Type: Annual
Meeting Date: 28-Apr-2011
Ticker: GLW
ISIN: US2193501051

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

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

1A	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: GORDON GUND	Mgmt	Against
1D	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	Against
1E	ELECTION OF DIRECTOR: H. ONNO RUDING	Mgmt	Against
1F	ELECTION OF DIRECTOR: GLENN F. TILTON	Mgmt	For
02	APPROVAL, BY NON-BINDING VOTE, ON EXECUTIVE COMPENSATION.	Mgmt	For
03	APPROVAL, BY NON-BINDING, ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
04	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	SHAREHOLDER PROPOSAL CONCERNING SPECIAL MEETINGS.	Shr	For

 COVIDIEN PLC

Agen

 Security: G2554F105
 Meeting Type: Annual
 Meeting Date: 15-Mar-2011
 Ticker: COV
 ISIN: IE00B3QN1M21

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

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

1K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
02	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
03	EFFECT A ONE-FOR-ONE HUNDRED REVERSE SPLIT FOLLOWED BY A ONE HUNDRED-FOR-ONE FORWARD SPLIT OF THE COMPANY'S ORDINARY SHARES.	Mgmt	For
04	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
05	AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year

DANAHER CORPORATION

Agen

Security: 235851102
 Meeting Type: Annual
 Meeting Date: 10-May-2011
 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
1C	ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.	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, 2011.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
04	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF TWENTY-FIVE PERCENT (25%) OR MORE OF DANAHER'S SHARES TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Mgmt	For
05	TO APPROVE AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND MATERIAL TERMS OF PLAN PERFORMANCE GOALS.	Mgmt	For
06	TO APPROVE AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
07	TO APPROVE AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

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

 DAVITA INC.

 Agen

Security: 23918K108
 Meeting Type: Annual
 Meeting Date: 06-Jun-2011
 Ticker: DVA
 ISIN: US23918K1088

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PAMELA M. ARWAY	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES G. BERG	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: CAROL ANTHONY ("JOHN") DAVIDSON	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL J. DIAZ	Mgmt	For
1F	ELECTION OF DIRECTOR: PETER T. GRAUER	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN M. NEHRA	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM L. ROPER	Mgmt	For
1I	ELECTION OF DIRECTOR: KENT J. THIRY	Mgmt	For
1J	ELECTION OF DIRECTOR: ROGER J. VALINE	Mgmt	For
02	APPROVAL OF OUR 2011 INCENTIVE AWARD PLAN	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011	Mgmt	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
05	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
06	STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT	Shr	Against

 DEERE & COMPANY

 Agen

Security: 244199105
 Meeting Type: Annual
 Meeting Date: 23-Feb-2011
 Ticker: DE
 ISIN: US2441991054

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1C	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1D	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
02	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY")	Mgmt	For
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES	Mgmt	1 Year
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011	Mgmt	For

 EMERSON ELECTRIC CO.

Agen

 Security: 291011104
 Meeting Type: Annual
 Meeting Date: 01-Feb-2011
 Ticker: EMR
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.N. FARR* H. GREEN* C.A. PETERS* J.W. PRUEHER* R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN.	Mgmt	For
03	APPROVAL OF THE EMERSON ELECTRIC CO. 2011 STOCK OPTION PLAN.	Mgmt	For
04	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
05	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES.	Mgmt	1 Year
07	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING	Shr	Against

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

THE ISSUANCE OF A SUSTAINABILITY REPORT AS
DESCRIBED IN THE PROXY STATEMENT.

EXXON MOBIL CORPORATION

Agen

Security: 30231G102
Meeting Type: Annual
Meeting Date: 25-May-2011
Ticker: XOM
ISIN: US30231G1022

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN K.C. FRAZIER W.W. GEORGE M.C. NELSON S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 55)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)	Mgmt	Against
04	FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Mgmt	1 Year
05	INDEPENDENT CHAIRMAN (PAGE 58)	Shr	For
06	REPORT ON POLITICAL CONTRIBUTIONS (PAGE 59)	Shr	Against
07	AMENDMENT OF EEO POLICY (PAGE 61)	Shr	Against
08	POLICY ON WATER (PAGE 62)	Shr	Against
09	REPORT ON CANADIAN OIL SANDS (PAGE 64)	Shr	Against
10	REPORT ON NATURAL GAS PRODUCTION (PAGE 65)	Shr	Against
11	REPORT ON ENERGY TECHNOLOGY (PAGE 67)	Shr	Against
12	GREENHOUSE GAS EMISSIONS GOALS (PAGE 68)	Shr	Against

FEDEX CORPORATION

Agen

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

Security: 31428X106
 Meeting Type: Annual
 Meeting Date: 27-Sep-2010
 Ticker: FDX
 ISIN: US31428X1063

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1C	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1D	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1F	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1H	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1I	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1K	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
02	ADOPTION OF 2010 OMNIBUS STOCK INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING CEO SUCCESSION PLANNING.	Shr	Against

FLUOR CORPORATION

Agen

Security: 343412102
 Meeting Type: Annual
 Meeting Date: 05-May-2011
 Ticker: FLR
 ISIN: US3434121022

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

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

1A	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1B	ELECTION OF DIRECTOR: JOSEPH W. PRUEHER	Mgmt	For
1C	ELECTION OF DIRECTOR: SUZANNE H. WOOLSEY	Mgmt	For
02	AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
03	AN ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
05	THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO REMOVE AND REPLACE THE SUPERMAJORITY VOTING PROVISIONS.	Mgmt	For
06	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

 FORD MOTOR COMPANY

Agen

 Security: 345370860
 Meeting Type: Annual
 Meeting Date: 12-May-2011
 Ticker: F
 ISIN: US3453708600

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Mgmt	For
1B	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Mgmt	For
1C	ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: EDSEL B. FORD II	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD A. GEPHARDT	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN	Mgmt	For
1J	ELECTION OF DIRECTOR: ELLEN R. MARRAM	Mgmt	For
1K	ELECTION OF DIRECTOR: ALAN MULALLY	Mgmt	For

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

1L	ELECTION OF DIRECTOR: HOMER A. NEAL	Mgmt	For
1M	ELECTION OF DIRECTOR: GERALD L. SHAHEEN	Mgmt	For
1N	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Mgmt	For
04	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Mgmt	1 Year
05	RELATING TO DISCLOSURE OF THE COMPANY'S POLITICAL CONTRIBUTIONS.	Shr	Against
06	RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.	Shr	For
07	RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Shr	For

 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857
 Meeting Type: Annual
 Meeting Date: 15-Jun-2011
 Ticker: FCX
 ISIN: US35671D8570

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B.M. RANKIN, JR. STEPHEN H. SIEGELE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3	APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION	Mgmt	1 Year

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

OF OUR NAMED EXECUTIVE OFFICERS.

4	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shr	Against

FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106
 Meeting Type: Annual
 Meeting Date: 12-May-2011
 Ticker: FMS
 ISIN: US3580291066

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED GROUP FINANCIAL STATEMENTS EACH APPROVED BY THE SUPERVISORY BOARD, THE MANAGEMENT REPORTS FOR THE CONSOLIDATED GROUP, THE REPORT BY THE GENERAL PARTNER WITH REGARD TO THE INFORMATION PURSUANT TO SECTIONS 289 (4), 315 (4) OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH - HGB) AND THE REPORT OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2010; RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2010	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	RESOLUTION ON THE APPROVAL OF THE REVISED SYSTEM OF COMPENSATION OF THE MANAGEMENT BOARD MEMBERS OF THE GENERAL PARTNER	Mgmt	For
06	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2011	Mgmt	For
7A	ELECTION OF DR GERD KRICK TO THE SUPERVISORY BOARD	Mgmt	Against
7B	ELECTION OF DR DIETER SCHENK TO THE SUPERVISORY BOARD	Mgmt	Against

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

7C	ELECTION OF PROF DR BERND FAHRHOLZ TO THE SUPERVISORY BOARD	Mgmt	Against
7D	ELECTION OF DR WALTER L. WEISMAN TO THE SUPERVISORY BOARD AND JOINT COMMITTEE	Mgmt	Against
7E	ELECTION OF WILLIAM P. JOHNSTON TO THE SUPERVISORY BOARD AND JOINT COMMITTEE	Mgmt	For
7F	ELECTION OF ROLF A. CLASSON TO THE SUPERVISORY BOARD	Mgmt	For
08	RESOLUTION ON MODIFICATIONS OF THE REMUNERATION OF THE SUPERVISORY BOARD AND ITS COMMITTEES AND ON THE CORRESPONDING AMENDMENTS TO ARTICLES 13 AND 13E OF THE ARTICLES OF ASSOCIATION	Mgmt	For
09	RESOLUTIONS ON THE CANCELLATION OF CONDITIONAL CAPITALS AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION AS WELL AS ON AUTHORIZING THE GRANTING OF OPTIONS TO MANAGERIAL STAFF MEMBERS (FUHRUNGSKRAFTE) AND MEMBERS OF THE MANAGEMENT OF FRESENIUS MEDICAL CARE AG & CO. KGAA OR AN AFFILIATE (STOCK OPTION PROGRAM 2011) AND THE CREATION OF CONDITIONAL CAPITAL TO PROVIDE FOR THE STOCK OPTION PROGRAM 2011 AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION	Mgmt	For
10	RESOLUTION ON THE AUTHORIZATION TO PURCHASE AND USE TREASURY SHARES PURSUANT TO SECTION 71 (1) NO. 8 AKTG AND ON THE EXCLUSION OF SUBSCRIPTION RIGHTS	Mgmt	For
11	RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 (2) GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY	Mgmt	Against

 GENERAL ELECTRIC COMPANY

Agent

 Security: 369604103
 Meeting Type: Annual
 Meeting Date: 27-Apr-2011
 Ticker: GE
 ISIN: US3696041033

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A2	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For

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

A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A12	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	RATIFICATION OF KPMG	Mgmt	For
B2	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Mgmt	For
B3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
C1	SHAREOWNER PROPOSAL: CUMULATIVE VOTING	Shr	Against
C2	SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS	Shr	For
C3	SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS GRANTED TO EXECUTIVES	Shr	Against
C4	SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE	Shr	Against
C5	SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL RESEARCH	Shr	Against

 GOLDCORP INC.

Agen

 Security: 380956409
 Meeting Type: Annual and Special
 Meeting Date: 18-May-2011
 Ticker: GG
 ISIN: CA3809564097

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY	Mgmt Mgmt	For For

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

	CHARLES A. JEANNES	Mgmt	For
	JOHN P. BELL	Mgmt	For
	LAWRENCE I. BELL	Mgmt	For
	BEVERLEY A. BRISCOE	Mgmt	For
	PETER J. DEY	Mgmt	For
	P. RANDY REIFEL	Mgmt	For
	A. DAN ROVIG	Mgmt	For
	KENNETH F. WILLIAMSON	Mgmt	For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	A RESOLUTION APPROVING AN AMENDED AND RESTATED STOCK OPTION PLAN FOR THE COMPANY;	Mgmt	For
D	A RESOLUTION AMENDING ARTICLES OF THE COMPANY TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS FROM 10 TO 12;	Mgmt	For
E	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "C" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

GOOGLE INC.

Agen

Security: 38259P508
Meeting Type: Annual
Meeting Date: 02-Jun-2011
Ticker: GOOG
ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 1,500,000.	Mgmt	Against
04	THE APPROVAL OF 2010 COMPENSATION AWARDED TO	Mgmt	For

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

NAMED EXECUTIVE OFFICERS.

05	THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
06	A STOCKHOLDER PROPOSAL REGARDING THE FORMATION OF A BOARD COMMITTEE ON SUSTAINABILITY, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
07	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A SIMPLE MAJORITY VOTING STANDARD FOR STOCKHOLDER MATTERS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
08	A STOCKHOLDER PROPOSAL REGARDING A CONFLICT OF INTEREST AND CODE OF CONDUCT COMPLIANCE REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

HALLIBURTON COMPANY

Agen

Security: 406216101
 Meeting Type: Annual
 Meeting Date: 19-May-2011
 Ticker: HAL
 ISIN: US4062161017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Mgmt	For
1B	ELECTION OF DIRECTOR: J.R. BOYD	Mgmt	For
1C	ELECTION OF DIRECTOR: M. CARROLL	Mgmt	For
1D	ELECTION OF DIRECTOR: N.K. DICCIANI	Mgmt	For
1E	ELECTION OF DIRECTOR: S.M. GILLIS	Mgmt	For
1F	ELECTION OF DIRECTOR: A.S. JUM'AH	Mgmt	For
1G	ELECTION OF DIRECTOR: D.J. LESAR	Mgmt	For
1H	ELECTION OF DIRECTOR: R.A. MALONE	Mgmt	For
1I	ELECTION OF DIRECTOR: J.L. MARTIN	Mgmt	For
1J	ELECTION OF DIRECTOR: D.L. REED	Mgmt	For
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
03	PROPOSAL FOR ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	PROPOSAL FOR ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

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

05	PROPOSAL ON HUMAN RIGHTS POLICY.	Shr	Against
06	PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shr	Against

 HESS CORPORATION

Agen

Security: 42809H107
 Meeting Type: Annual
 Meeting Date: 04-May-2011
 Ticker: HES
 ISIN: US42809H1077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.E. HOLIDAY	Mgmt	For
1B	ELECTION OF DIRECTOR: J.H. MULLIN	Mgmt	For
1C	ELECTION OF DIRECTOR: F.B. WALKER	Mgmt	For
1D	ELECTION OF DIRECTOR: R.N. WILSON	Mgmt	For
02	APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
03	APPROVAL OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.	Mgmt	1 Year
04	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	APPROVAL OF THE PERFORMANCE INCENTIVE PLAN FOR SENIOR OFFICERS, AS AMENDED.	Mgmt	For

 INTEL CORPORATION

Agen

Security: 458140100
 Meeting Type: Annual
 Meeting Date: 19-May-2011
 Ticker: INTC
 ISIN: US4581401001

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For

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

1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CURRENT YEAR	Mgmt	For
03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For
04	AMENDMENT AND EXTENSION OF THE 2006 STOCK PURCHASE PLAN	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101
Meeting Type: Annual
Meeting Date: 26-Apr-2011
Ticker: IBM
ISIN: US4592001014

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1C	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1D	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1F	ELECTION OF DIRECTOR: A.N. LIVERIS	Mgmt	For
1G	ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For

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

1I	ELECTION OF DIRECTOR: S.J. PALMISANO	Mgmt	For
1J	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1K	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1L	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
04	ADVISORY VOTE REGARDING FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 73)	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 74)	Shr	Against
06	STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS POLICY (PAGES 74-75)	Shr	Against
07	STOCKHOLDER PROPOSAL ON LOBBYING (PAGES 75-76)	Shr	Against

 JOHNSON & JOHNSON

 Agen

 Security: 478160104
 Meeting Type: Annual
 Meeting Date: 28-Apr-2011
 Ticker: JNJ
 ISIN: US4781601046

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

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

1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Mgmt	For
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE RESTRAINT	Shr	Against
06	SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY	Shr	Against
07	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Shr	Against

 JPMORGAN CHASE & CO.

Agen

Security: 46625H100
 Meeting Type: Annual
 Meeting Date: 17-May-2011
 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: DAVID C. NOVAK	Mgmt	For
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	Against

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

04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN	Mgmt	Against
06	POLITICAL NON-PARTISANSHIP	Shr	Against
07	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	MORTGAGE LOAN SERVICING	Shr	Against
09	POLITICAL CONTRIBUTIONS	Shr	Against
10	GENOCIDE-FREE INVESTING	Shr	Against
11	INDEPENDENT LEAD DIRECTOR	Shr	Against

 KEYCORP

----- Agen

Security: 493267108
 Meeting Type: Annual
 Meeting Date: 19-May-2011
 Ticker: KEY
 ISIN: US4932671088

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR EDWARD P. CAMPBELL JOSEPH A. CARRABBA CAROL A. CARTWRIGHT ALEXANDER M. CUTLER H. JAMES DALLAS ELIZABETH R. GILE RUTH ANN M. GILLIS KRISTEN L. MANOS BETH E. MOONEY BILL R. SANFORD BARBARA R. SNYDER EDWARD W. STACK THOMAS C. STEVENS	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
02	APPROVAL OF 2011 ANNUAL PERFORMANCE PLAN.	Mgmt	For
03	AMENDMENT TO REGULATIONS TO REDUCE SHAREHOLDER VOTING PERCENTAGES TO STATUTORY NORMS.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
05	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION PROGRAM.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER	Mgmt	1 Year

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

VOTE ON EXECUTIVE COMPENSATION PROGRAM.

 LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109
 Meeting Type: Annual
 Meeting Date: 26-May-2011
 Ticker: LNC
 ISIN: US5341871094

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS R. GLASS	Mgmt	For
1B	ELECTION OF DIRECTOR: GARY C. KELLY	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL F. MEE	Mgmt	For
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
3	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE BYLAWS.	Mgmt	For
4	TO APPROVE AN ADVISORY PROPOSAL ON THE COMPANY'S 2010 EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For
5	TO RESPOND TO AN ADVISORY PROPOSAL REGARDING THE FREQUENCY (EVERY 1, 2, OR 3 YEARS) OF FUTURE ADVISORY PROPOSALS ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year

 MASTERCARD INCORPORATED

Agen

Security: 57636Q104
 Meeting Type: Annual
 Meeting Date: 21-Sep-2010
 Ticker: MA
 ISIN: US57636Q1040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS IN PHASES AND EFFECT RELATED CHANGES IN DIRECTOR VACANCY AND REMOVAL PROCEDURES.	Mgmt	For

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

1B	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTING REQUIREMENT FOR AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION.	Mgmt	For
1C	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE COMPOSITION OF THE BOARD OF DIRECTORS.	Mgmt	For
1D	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE OWNERSHIP OF THE COMPANY'S STOCK AND DELETE RELATED OBSOLETE PROVISIONS.	Mgmt	For
02	APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE EACH OF THE PROPOSALS COMPRISING PROPOSAL 1 AT THE TIME OF THE ANNUAL MEETING.	Mgmt	For
03	DIRECTOR NANCY J. KARCH J.O. REYES LAGUNES EDWARD SUNING TIAN SILVIO BARZI	Mgmt Mgmt Mgmt Mgmt	For For For For
04	RE-APPROVAL OF THE COMPANY'S SENIOR EXECUTIVE ANNUAL INCENTIVE COMPENSATION PLAN.	Mgmt	For
05	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2010.	Mgmt	For

MCDONALD'S CORPORATION

Agen

Security: 580135101
Meeting Type: Annual
Meeting Date: 19-May-2011
Ticker: MCD
ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1C	ELECTION OF DIRECTOR: CARY D. MCMILLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SHEILA A. PENROSE	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
02	ADVISORY VOTE ON THE APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2011.	Mgmt	For

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

03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE TWELFTH OF OUR RESTATED CERTIFICATE OF INCORPORATION BY REPEALING SUCH ARTICLE (TRANSACTIONS WITH INTERESTED SHAREHOLDERS).	Mgmt	For
06	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE THIRTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (BOARD OF DIRECTORS).	Mgmt	For
07	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN ARTICLE FOURTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (SHAREHOLDER ACTION).	Mgmt	For
08	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO CLASSIFIED BOARD.	Shr	For
09	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.	Shr	Against
10	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO A REPORT ON CHILDREN'S NUTRITION.	Shr	Against
11	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO BEVERAGE CONTAINERS.	Shr	Against

 METLIFE, INC.

Agen

 Security: 59156R108
 Meeting Type: Annual
 Meeting Date: 26-Apr-2011
 Ticker: MET
 ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STEVEN A. KANDARIAN* SYLVIA MATHEWS BURWELL# EDUARDO CASTRO-WRIGHT# CHERYL W. GRISE# LULU C. WANG#	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2011	Mgmt	For
04	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For

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

05 ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS Mgmt 1 Year

MICROSOFT CORPORATION

Agen

Security: 594918104
 Meeting Type: Annual
 Meeting Date: 16-Nov-2010
 Ticker: MSFT
 ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
02	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
03	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
05	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
06	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR	Mgmt	For
11	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY	Shr	Against

NIKE, INC.

Agen

Security: 654106103
 Meeting Type: Annual
 Meeting Date: 20-Sep-2010
 Ticker: NKE
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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

	JILL K. CONWAY	Mgmt	For
	ALAN B. GRAF, JR.	Mgmt	For
	JOHN C. LECHLEITER	Mgmt	For
	PHYLLIS M. WISE	Mgmt	For
02	TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.	Mgmt	For
03	TO RE-APPROVE AND AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 OCCIDENTAL PETROLEUM CORPORATION

Agen

 Security: 674599105
 Meeting Type: Annual
 Meeting Date: 06-May-2011
 Ticker: OXY
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	For
1B	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Mgmt	For
1C	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1F	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1G	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against
1I	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1J	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1K	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
1L	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1M	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For

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

04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	REPORT ON POLITICAL EXPENDITURES AND SPENDING PROCESSES.	Shr	Against
06	REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE.	Shr	Against

 ORACLE CORPORATION

Agen

Security: 68389X105
 Meeting Type: Annual
 Meeting Date: 06-Oct-2010
 Ticker: ORCL
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld For For For For For For For Withheld For For For Withheld
02	APPROVE THE ORACLE CORPORATION EXECUTIVE BONUS PLAN.	Mgmt	For
03	APPROVE THE ORACLE CORPORATION AMENDED AND RESTATED 2000 LONG-TERM EQUITY INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 419,020,418 SHARES.	Mgmt	For
04	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MAY 31, 2011.	Mgmt	For
05	ACT ON A STOCKHOLDER PROPOSAL TO AMEND THE CORPORATE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.	Shr	Against
06	ACT ON A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.	Shr	Against
07	ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.	Shr	For

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

PEABODY ENERGY CORPORATION

Agen

Security: 704549104
 Meeting Type: Annual
 Meeting Date: 03-May-2011
 Ticker: BTU
 ISIN: US7045491047

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GREGORY H. BOYCE WILLIAM A. COLEY WILLIAM E. JAMES ROBERT B. KARN III M. FRANCES KEETH HENRY E. LENTZ ROBERT A. MALONE WILLIAM C. RUSNACK JOHN F. TURNER SANDRA A. VAN TREASE ALAN H. WASHKOWITZ	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	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	APPROVAL OF PEABODY'S 2011 LONG-TERM EQUITY INCENTIVE PLAN.	Mgmt	For

PEPSICO, INC.

Agen

Security: 713448108
 Meeting Type: Annual
 Meeting Date: 04-May-2011
 Ticker: PEP
 ISIN: US7134481081

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.L. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1D	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For

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

1E	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	For
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	For
02	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For
03	RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
04	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Mgmt	For
05	APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS.	Mgmt	For
06	SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS. (PROXY STATEMENT P.63)	Shr	For
07	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS REPORT (PROXY STATEMENT P.65)	Shr	Against

 PFIZER INC.

Agen

 Security: 717081103
 Meeting Type: Annual
 Meeting Date: 28-Apr-2011
 Ticker: PFE
 ISIN: US7170811035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For

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

1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1K	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1L	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING PUBLIC POLICY INITIATIVES.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING PHARMACEUTICAL PRICE RESTRAINTS.	Shr	Against
08	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT.	Shr	For
09	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For
10	SHAREHOLDER PROPOSAL REGARDING ANIMAL RESEARCH	Shr	Against

PG&E CORPORATION

Agen

Security: 69331C108
Meeting Type: Annual
Meeting Date: 11-May-2011
Ticker: PCG
ISIN: US69331C1080

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID R. ANDREWS	Mgmt	For
1B	ELECTION OF DIRECTOR: LEWIS CHEW	Mgmt	For

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

1C	ELECTION OF DIRECTOR: C. LEE COX	Mgmt	For
1D	ELECTION OF DIRECTOR: PETER A. DARBEE	Mgmt	For
1E	ELECTION OF DIRECTOR: MARYELLEN C. HERRINGER	Mgmt	For
1F	ELECTION OF DIRECTOR: ROGER H. KIMMEL	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD A. MESERVE	Mgmt	For
1H	ELECTION OF DIRECTOR: FORREST E. MILLER	Mgmt	For
1I	ELECTION OF DIRECTOR: ROSENDO G. PARRA	Mgmt	For
1J	ELECTION OF DIRECTOR: BARBARA L. RAMBO	Mgmt	For
1K	ELECTION OF DIRECTOR: BARRY LAWSON WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	INDEPENDENT BOARD CHAIRMAN	Shr	Against
06	NEUTRAL PG&E PERSONNEL POLICIES	Shr	Against

 PHILIP MORRIS INTERNATIONAL INC.

Agen

 Security: 718172109
 Meeting Type: Annual
 Meeting Date: 11-May-2011
 Ticker: PM
 ISIN: US7181721090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	Against
1H	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For

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

1I	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE	Shr	Against
06	STOCKHOLDER PROPOSAL 2 - INDEPENDENT BOARD CHAIR	Shr	Against

PRUDENTIAL FINANCIAL, INC.

Agen

Security: 744320102
 Meeting Type: Annual
 Meeting Date: 10-May-2011
 Ticker: PRU
 ISIN: US7443201022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Mgmt	For
1C	ELECTION OF DIRECTOR: GASTON CAPERTON	Mgmt	For
1D	ELECTION OF DIRECTOR: GILBERT F. CASELLAS	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1G	ELECTION OF DIRECTOR: MARK B. GRIER	Mgmt	For
1H	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1I	ELECTION OF DIRECTOR: MARTINA HUND-MEJEAN	Mgmt	For
1J	ELECTION OF DIRECTOR: KARL J. KRAPEK	Mgmt	For
1K	ELECTION OF DIRECTOR: CHRISTINE A. POON	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STRANGFELD	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. UNRUH	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

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

03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING LOBBYING CONTRIBUTIONS & EXPENDITURES.	Shr	Against

 QUALCOMM, INCORPORATED

Agen

Security: 747525103
 Meeting Type: Annual
 Meeting Date: 08-Mar-2011
 Ticker: QCOM
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 65,000,000 SHARES.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE 2001 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE BY 22,000,000 SHARES.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 25, 2011.	Mgmt	For
05	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
06	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
07	TO ACT ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

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

 SALESFORCE.COM, INC.

Agen

 Security: 79466L302
 Meeting Type: Annual
 Meeting Date: 09-Jun-2011
 Ticker: CRM
 ISIN: US79466L3024

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARC BENIOFF	Mgmt	For
1B	ELECTION OF DIRECTOR: CRAIG CONWAY	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN HASSENFELD	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2012.	Mgmt	For
03	ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE A RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD.	Shr	For

 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

 Security: 806857108
 Meeting Type: Annual
 Meeting Date: 06-Apr-2011
 Ticker: SLB
 ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: P. CAMUS	Mgmt	For
1B	ELECTION OF DIRECTOR: P. CURRIE	Mgmt	For
1C	ELECTION OF DIRECTOR: A. GOULD	Mgmt	For
1D	ELECTION OF DIRECTOR: T. ISAAC	Mgmt	For
1E	ELECTION OF DIRECTOR: K.V. KAMATH	Mgmt	For

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

1F	ELECTION OF DIRECTOR: N. KUDRYAVTSEV	Mgmt	For
1G	ELECTION OF DIRECTOR: A. LAJOUS	Mgmt	For
1H	ELECTION OF DIRECTOR: M.E. MARKS	Mgmt	For
1I	ELECTION OF DIRECTOR: E. MOLER	Mgmt	For
1J	ELECTION OF DIRECTOR: L.R. REIF	Mgmt	For
1K	ELECTION OF DIRECTOR: T.I. SANDVOLD	Mgmt	For
1L	ELECTION OF DIRECTOR: H. SEYDOUX	Mgmt	For
1M	ELECTION OF DIRECTOR: P. KIBSGAARD	Mgmt	For
1N	ELECTION OF DIRECTOR: L.S. OLAYAN	Mgmt	For
02	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	TO APPROVE THE AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON SHARE CAPITAL.	Mgmt	For
05	TO APPROVE THE AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION TO CLARIFY THE VOTING STANDARD IN CONTESTED DIRECTOR ELECTIONS AND TO MAKE CERTAIN OTHER CHANGES.	Mgmt	For
06	TO APPROVE THE COMPANY'S FINANCIAL STATEMENTS AND DECLARATION OF DIVIDENDS.	Mgmt	For
07	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

SILVER WHEATON CORP.

Agen

Security: 828336107
Meeting Type: Annual
Meeting Date: 20-May-2011
Ticker: SLW
ISIN: CA8283361076

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR		
	PETER D. BARNES	Mgmt	For
	LAWRENCE I. BELL	Mgmt	For
	GEORGE L. BRACK	Mgmt	For
	JOHN A. BROUGH	Mgmt	For
	R. PETER GILLIN	Mgmt	For
	DOUGLAS M. HOLTBY	Mgmt	For

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

	EDUARDO LUNA	Mgmt	For
	WADE D. NESMITH	Mgmt	For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For

 SOUTHWESTERN ENERGY COMPANY

Agen

 Security: 845467109
 Meeting Type: Annual
 Meeting Date: 17-May-2011
 Ticker: SWN
 ISIN: US8454671095

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LEWIS E. EPLEY, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT L. HOWARD	Mgmt	For
1C	ELECTION OF DIRECTOR: GREG D. KERLEY	Mgmt	For
1D	ELECTION OF DIRECTOR: HAROLD M. KORELL	Mgmt	For
1E	ELECTION OF DIRECTOR: VELLO A. KUUSKRAA	Mgmt	For
1F	ELECTION OF DIRECTOR: KENNETH R. MOURTON	Mgmt	For
1G	ELECTION OF DIRECTOR: STEVEN L. MUELLER	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES E. SCHARLAU	Mgmt	For
1I	ELECTION OF DIRECTOR: ALAN H. STEVENS	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP TO SERVE AS THE COMPANYS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011.		For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF SAY-ON-PAY VOTES.	Mgmt	1 Year
05	AMENDMENT OF THE COMPANY'S BY-LAWS TO REDUCE THE OWNERSHIP THRE- SHOLD FOR STOCKHOLDERS TO CALL SPECIAL MEETING OF STOCKHOLDERS.	Mgmt	Against
06	STOCKHOLDER PROPOSAL FOR A POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT.	Shr	Against

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

ST. JUDE MEDICAL, INC.

Agen

Security: 790849103
 Meeting Type: Annual
 Meeting Date: 12-May-2011
 Ticker: STJ
 ISIN: US7908491035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD R. DEVENUTI	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS H. GARRETT III	Mgmt	For
1C	ELECTION OF DIRECTOR: WENDY L. YARNO	Mgmt	For
02	ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
04	TO APPROVE AMENDMENTS TO THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.	Mgmt	For
05	TO CONSIDER AND ACT UPON A SHAREHOLDER PROPOSAL REGARDING THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	Shr	For
06	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

STATE STREET CORPORATION

Agen

Security: 857477103
 Meeting Type: Annual
 Meeting Date: 18-May-2011
 Ticker: STT
 ISIN: US8574771031

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: K. BURNES	Mgmt	For
1B	ELECTION OF DIRECTOR: P. COYM	Mgmt	For
1C	ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN	Mgmt	For
1D	ELECTION OF DIRECTOR: A. FAWCETT	Mgmt	For
1E	ELECTION OF DIRECTOR: D. GRUBER	Mgmt	For

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

1F	ELECTION OF DIRECTOR: L. HILL	Mgmt	For
1G	ELECTION OF DIRECTOR: J. HOOLEY	Mgmt	For
1H	ELECTION OF DIRECTOR: R. KAPLAN	Mgmt	For
1I	ELECTION OF DIRECTOR: C. LAMANTIA	Mgmt	For
1J	ELECTION OF DIRECTOR: R. SERGEL	Mgmt	For
1K	ELECTION OF DIRECTOR: R. SKATES	Mgmt	For
1L	ELECTION OF DIRECTOR: G. SUMME	Mgmt	For
1M	ELECTION OF DIRECTOR: R. WEISSMAN	Mgmt	For
02	TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION	Mgmt	For
03	TO APPROVE AN ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY PROPOSALS ON EXECUTIVE COMPENSATION	Mgmt	1 Year
04	TO APPROVE THE 2011 SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN	Mgmt	For
05	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011	Mgmt	For
06	TO ACT ON A SHAREHOLDER PROPOSAL RELATING TO DISCLOSURE OF CERTAIN POLITICAL CONTRIBUTIONS	Shr	Against

TARGET CORPORATION

Agen

Security: 87612E106
Meeting Type: Annual
Meeting Date: 08-Jun-2011
Ticker: TGT
ISIN: US87612E1064

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROXANNE S. AUSTIN	Mgmt	For
1B	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY N. DILLON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: MARY E. MINNICK	Mgmt	For
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1G	ELECTION OF DIRECTOR: DERICA W. RICE	Mgmt	For

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

1H	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1I	ELECTION OF DIRECTOR: GREGG W. STEINHAFEL	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1K	ELECTION OF DIRECTOR: SOLOMON D. TRUJILLO	Mgmt	For
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	COMPANY PROPOSAL TO APPROVE THE TARGET CORPORATION 2011 LONG-TERM INCENTIVE PLAN.	Mgmt	For
04	COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Mgmt	For
05	COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES.	Mgmt	1 Year
06	SHAREHOLDER PROPOSAL ON COMPENSATION BENCHMARKING.	Shr	For
07	SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING.	Shr	Against

 THE COCA-COLA COMPANY

Agen

 Security: 191216100
 Meeting Type: Annual
 Meeting Date: 27-Apr-2011
 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: HOWARD G. BUFFETT	Mgmt	For
1D	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1E	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1F	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1I	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1J	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For

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

1K	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1L	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1M	ELECTION OF DIRECTOR: PETER V. UEERROTH	Mgmt	For
1N	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
1O	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 PERFORMANCE MEASURES AVAILABLE UNDER THE PERFORMANCE INCENTIVE PLAN OF THE COCA-COLA COMPANY TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Mgmt	For
04	APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE COCA-COLA COMPANY 1989 RESTRICTED STOCK AWARD PLAN TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY VOTE)	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE SAY ON PAY VOTE	Mgmt	1 Year
07	SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A	Shr	Against

 THE GOLDMAN SACHS GROUP, INC.

Agen

 Security: 38141G104
 Meeting Type: Annual
 Meeting Date: 06-May-2011
 Ticker: GS
 ISIN: US38141G1040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. BRYAN	Mgmt	For
1C	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E	ELECTION OF DIRECTOR: STEPHEN FRIEDMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1H	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For

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

1I	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION MATTERS (SAY ON PAY)	Mgmt	Against
03	ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY	Mgmt	1 Year
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2011 FISCAL YEAR	Mgmt	For
05	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS	Shr	For
07	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING A REPORT ON SENIOR EXECUTIVE COMPENSATION	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING A REPORT ON CLIMATE CHANGE RISK DISCLOSURE	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS	Shr	Against

 THE HOME DEPOT, INC.

----- Agen

Security: 437076102
 Meeting Type: Annual
 Meeting Date: 02-Jun-2011
 Ticker: HD
 ISIN: US4370761029

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

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

1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1J	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	COMPANY PROPOSAL TO IMPLEMENT SHAREHOLDER ABILITY TO ACT BY WRITTEN CONSENT (APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION)	Mgmt	For
06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING ELECTIONEERING POLICIES AND CONTRIBUTIONS	Shr	Against

 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

 Security: 693475105
 Meeting Type: Annual
 Meeting Date: 26-Apr-2011
 Ticker: PNC
 ISIN: US6934751057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	Against
1F	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1G	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1J	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For

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

1K	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1N	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	APPROVAL OF 2006 INCENTIVE AWARD PLAN TERMS.	Mgmt	For
04	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

 THE PROCTER & GAMBLE COMPANY

Agen

 Security: 742718109
 Meeting Type: Annual
 Meeting Date: 12-Oct-2010
 Ticker: PG
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ANGELA F. BRALY	Mgmt	For
1B	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1F	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1H	ELECTION OF DIRECTOR: MARY A. WILDEROTTER	Mgmt	For
1I	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1J	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL - CUMULATIVE VOTING	Shr	Against

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

 UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109
 Meeting Type: Annual
 Meeting Date: 13-Apr-2011
 Ticker: UTX
 ISIN: US9130171096

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LOUIS R. CHENEVERT	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1C	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: CHARLES R. LEE	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	For
1I	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1K	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1L	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1M	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
02	APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR	Mgmt	For
03	APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN	Mgmt	For
04	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	For
05	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	1 Year
06	SHAREOWNER PROPOSAL CONCERNING ADDITIONAL SHARE RETENTION REQUIREMENT FOR SENIOR EXECUTIVES	Shr	For

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

UNITEDHEALTH GROUP INCORPORATED

Agen

 Security: 91324P102
 Meeting Type: Annual
 Meeting Date: 23-May-2011
 Ticker: UNH
 ISIN: US91324P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD T. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Mgmt	For
1D	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Mgmt	For
1E	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
1F	ELECTION OF DIRECTOR: RODGER A. LAWSON	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1I	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
02	APPROVAL, BY A NON-BINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For
03	RECOMMENDATION, BY A NON-BINDING ADVISORY VOTE, OF THE FREQUENCY OF HOLDING A SAY-ON-PAY VOTE.	Mgmt	1 Year
04	APPROVAL OF THE UNITEDHEALTH GROUP 2011 INCENTIVE STOCK PLAN.	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO THE UNITEDHEALTH GROUP 1993 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE THEREUNDER.	Mgmt	For
06	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

 VARIAN MEDICAL SYSTEMS, INC.

Agen

 Security: 92220P105
 Meeting Type: Annual
 Meeting Date: 10-Feb-2011
 Ticker: VAR
 ISIN: US92220P1057

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SUSAN L. BOSTROM RICHARD M. LEVY VENKATRAMAN THYAGARAJAN	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
03	TO HOLD AN ADVISORY VOTE OF STOCKHOLDERS ON THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AT A FREQUENCY OF.	Mgmt	1 Year
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Mgmt	For

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
Meeting Type: Annual
Meeting Date: 05-May-2011
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: LOWELL C. MCADAM	Mgmt	For
1E	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1F	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	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: RODNEY E. SLATER	Mgmt	For

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

1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	DISCLOSE PRIOR GOVERNMENT SERVICE	Shr	Against
06	PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS	Shr	For
07	CUMULATIVE VOTING	Shr	Against
08	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For

WAL-MART STORES, INC.

Agen

Security: 931142103
Meeting Type: Annual
Meeting Date: 03-Jun-2011
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: MICHAEL T. DUKE	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Mgmt	For
1I	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
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

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

10	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
07	SPECIAL SHAREOWNER MEETINGS	Shr	For
08	REQUIRE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT	Shr	Against
09	CLIMATE CHANGE RISK DISCLOSURE	Shr	Against

WELLS FARGO & COMPANY

Agen

Security: 949746101
Meeting Type: Annual
Meeting Date: 03-May-2011
Ticker: WFC
ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1G	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	For
1H	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1J	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1K	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1L	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For

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

1N	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.	Mgmt	For
03	ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING NAMED EXECUTIVES' COMPENSATION.	Mgmt	1 Year
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING AN AMENDMENT TO THE COMPANY'S BY-LAWS TO ALLOW HOLDERS OF 10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL MEETINGS OF STOCKHOLDERS.	Shr	For
06	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Shr	Against
07	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
08	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON DIRECTOR COMPENSATION.	Shr	Against
09	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.	Shr	For

* Management position unknown

SIGNATURES

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

(Registrant)	Eaton Vance Risk-Managed Diversified Equity Income Fund
By (Signature)	/s/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/16/2011