

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, 2013

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: 07/01/2012 - 06/30/2013

Eaton Vance Risk-Managed Diversified Equity Income Fund

-----  
ABBOTT LABORATORIES

Agen

-----  
Security: 002824100  
Meeting Type: Annual  
Meeting Date: 26-Apr-2013  
Ticker: ABT  
ISIN: US0028241000  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	R.J. ALPERN	Mgmt	For
	R.S. AUSTIN	Mgmt	For
	S.E. BLOUNT	Mgmt	For
	W.J. FARRELL	Mgmt	For
	E.M. LIDDY	Mgmt	For
	N. MCKINSTRY	Mgmt	For
	P.N. NOVAKOVIC	Mgmt	For
	W.A. OSBORN	Mgmt	For

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

	S.C. SCOTT III	Mgmt	For
	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS	Shr	Against
5.	SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE	Shr	Against
6.	SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIR	Shr	Against
7.	SHAREHOLDER PROPOSAL - EQUITY RETENTION AND HEDGING	Shr	For
8.	SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION	Shr	For
9.	SHAREHOLDER PROPOSAL - ACCELERATED VESTING OF AWARDS UPON CHANGE IN CONTROL	Shr	For

-----  
 ABBVIE INC.

Agen

-----  
 Security: 00287Y109  
 Meeting Type: Annual  
 Meeting Date: 06-May-2013  
 Ticker: ABBV  
 ISIN: US00287Y1091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM H.L. BURNSIDE EDWARD J. RAPP ROY S. ROBERTS	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS OF ABBVIE FOR 2013.	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY STOCKHOLDER VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	APPROVAL OF THE ABBVIE 2013 INCENTIVE STOCK PROGRAM.	Mgmt	For

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

-----  
 ACCENTURE PLC  
 -----

Agen

Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 06-Feb-2013  
 Ticker: ACN  
 ISIN: IE00B4BNMY34  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2012 AS PRESENTED	Mgmt	For
2A.	RE-APPOINTMENT OF THE DIRECTOR: WILLIAM L. KIMSEY	Mgmt	For
2B.	RE-APPOINTMENT OF THE DIRECTOR: ROBERT I. LIPP	Mgmt	For
2C.	RE-APPOINTMENT OF THE DIRECTOR: PIERRE NANTERME	Mgmt	For
2D.	RE-APPOINTMENT OF THE DIRECTOR: GILLES C. PELISSON	Mgmt	For
2E.	RE-APPOINTMENT OF THE DIRECTOR: WULF VON SCHIMMELMANN	Mgmt	For
3.	RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION	Mgmt	For
4.	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
5.	APPROVAL OF AN AMENDMENT TO THE ACCENTURE PLC 2010 SHARE INCENTIVE PLAN	Mgmt	For
6.	AUTHORIZATION TO HOLD THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
7.	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
8.	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For

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

9.	SHAREHOLDER PROPOSAL: REPORT ON LOBBYING PRACTICES	Shr	Against
----	--	-----	---------

-----  
 ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: ACE  
 ISIN: CH0044328745

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF ROBERT M. HERNANDEZ	Mgmt	For
1.2	ELECTION OF PETER MENIKOFF	Mgmt	For
1.3	ELECTION OF ROBERT RIPP	Mgmt	For
1.4	ELECTION OF THEODORE E. SHASTA	Mgmt	For
2.	AMENDMENT TO THE ARTICLES OF ASSOCIATION TO DECLASSIFY THE BOARD OF DIRECTORS	Mgmt	For
3.1	APPROVAL OF THE ANNUAL REPORT	Mgmt	For
3.2	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED	Mgmt	For
3.3	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
4.	ALLOCATION OF DISPOSABLE PROFIT	Mgmt	For
5.	DISCHARGE OF THE BOARD OF DIRECTORS	Mgmt	For
6.1	ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
6.2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2013	Mgmt	For
6.3	ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
7.	APPROVAL OF ACE LIMITED 2004 LONG-TERM INCENTIVE PLAN AS AMENDED THROUGH THE SIXTH AMENDMENT	Mgmt	For
8.	APPROVAL OF THE PAYMENT OF A DISTRIBUTION	Mgmt	For

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

TO SHAREHOLDERS THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN FOUR QUARTERLY INSTALLMENTS AT SUCH TIMES DURING THE PERIOD THROUGH OUR NEXT ANNUAL GENERAL MEETING AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS

9.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
----	---	------	-----

-----  
 AFLAC INCORPORATED

Agen

Security: 001055102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2013  
 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: W. PAUL BOWERS	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
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: MELVIN T. STITH	Mgmt	For
1M.	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Mgmt	For
1N.	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Mgmt	For
2.	TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE	Mgmt	For

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

COMMISSION, INCLUDING AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCUSSION IN THE PROXY STATEMENT"

3. TO CONSIDER AND ACT UPON THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013 Mgmt For

-----  
ALLERGAN, INC. Agen

-----  
Security: 018490102  
Meeting Type: Annual  
Meeting Date: 30-Apr-2013  
Ticker: AGN  
ISIN: US0184901025  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID E.I. PYOTT	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL R. GALLAGHER	Mgmt	For
1C	ELECTION OF DIRECTOR: DEBORAH DUNSIRE, M.D.	Mgmt	For
1D	ELECTION OF DIRECTOR: DAWN HUDSON	Mgmt	For
1E	ELECTION OF DIRECTOR: TREVOR M. JONES, PH.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: LOUIS J. LAVIGNE, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: PETER J. MCDONNELL, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: TIMOTHY D. PROCTOR	Mgmt	For
1I	ELECTION OF DIRECTOR: RUSSELL T. RAY	Mgmt	For
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For
4	APPROVE THE AMENDMENT AND RESTATEMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
5.1	STOCKHOLDER PROPOSAL #1 - RIGHT TO ACT BY WRITTEN CONSENT	Shr	For

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

5.2 STOCKHOLDER PROPOSAL #2 - DISCLOSURE OF LOBBYING PRACTICES Shr      Against

ALPHA NATURAL RESOURCES, INC. Agen

Security: 02076X102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: ANR  
 ISIN: US02076X1028

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: KEVIN S. CRUTCHFIELD	Mgmt	For
1.2	ELECTION OF DIRECTOR: ANGELO C. BRISIMITZAKIS	Mgmt	For
1.3	ELECTION OF DIRECTOR: WILLIAM J. CROWLEY, JR.	Mgmt	For
1.4	ELECTION OF DIRECTOR: E. LINN DRAPER, JR.	Mgmt	For
1.5	ELECTION OF DIRECTOR: GLENN A. EISENBERG	Mgmt	For
1.6	ELECTION OF DIRECTOR: DEBORAH M. FRETZ	Mgmt	For
1.7	ELECTION OF DIRECTOR: P. MICHAEL GIFTOS	Mgmt	For
1.8	ELECTION OF DIRECTOR: L. PATRICK HASSEY	Mgmt	For
1.9	ELECTION OF DIRECTOR: JOEL RICHARDS, III	Mgmt	For
2.	APPROVAL OF THE AMENDED AND RESTATED ANNUAL INCENTIVE BONUS PLAN.	Mgmt	For
3.	APPROVAL OF THE AMENDED AND RESTATED 2012 LONG-TERM INCENTIVE PLAN.	Mgmt	For
4.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
5.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, KPMG LLP.	Mgmt	For
6.	A STOCKHOLDER PROPOSAL SEEKING A WATER MANAGEMENT REPORT.	Shr	Against
7.	A STOCKHOLDER PROPOSAL SEEKING A CLIMATE CHANGE REPORT.	Shr	Against

AMAZON.COM, INC. Agen

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

-----  
 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: AMZN  
 ISIN: US0231351067  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1G.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

-----  
 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

-----  
 Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: AEP  
 ISIN: US0255371017  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NICHOLAS K. AKINS	Mgmt	For
1B.	ELECTION OF DIRECTOR: DAVID J. ANDERSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Mgmt	For



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

1E.	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: SANDRA BEACH LIN	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: STEPHEN S. RASMUSSEN	Mgmt	For
1K.	ELECTION OF DIRECTOR: OLIVER G. RICHARD, III	Mgmt	For
1L.	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For
1M.	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Mgmt	For
1N.	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, 2013.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL FOR LOBBYING DISCLOSURE REPORT.	Shr	Against

-----  
AMERICAN EXPRESS COMPANY

-----  
Agen

Security: 025816109  
Meeting Type: Annual  
Meeting Date: 29-Apr-2013  
Ticker: AXP  
ISIN: US0258161092  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	C. BARSHEFSKY	Mgmt	For
	U.M. BURNS	Mgmt	For
	K.I. CHENAULT	Mgmt	For
	P. CHERNIN	Mgmt	For
	A. LAUVERGEON	Mgmt	For
	T.J. LEONSIS	Mgmt	For
	R.C. LEVIN	Mgmt	For
	R.A. MCGINN	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	S.S REINEMUND	Mgmt	For
	D.L. VASELLA	Mgmt	For
	R.D. WALTER	Mgmt	For
	R.A. WILLIAMS	Mgmt	For

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

2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Shr	Against

-----  
 ANADARKO PETROLEUM CORPORATION  
 -----

Agem

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: APC  
 ISIN: US0325111070  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: KEVIN P. CHILTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: LUKE R. CORBETT	Mgmt	For
1C.	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1D.	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD L. GEORGE	Mgmt	For
1F.	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Mgmt	For
1G.	ELECTION OF DIRECTOR: CHARLES W. GOODYEAR	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	For
1I.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Mgmt	For
1J.	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Mgmt	For
1K.	ELECTION OF DIRECTOR: R. A. WALKER	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

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

APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2013  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM CAMPBELL TIMOTHY COOK MILLARD DREXLER AL GORE ROBERT IGER ANDREA JUNG ARTHUR LEVINSON RONALD SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	AMENDMENT OF APPLE'S RESTATED ARTICLES OF INCORPORATION TO (I) ELIMINATE CERTAIN LANGUAGE RELATING TO TERM OF OFFICE OF DIRECTORS IN ORDER TO FACILITATE THE ADOPTION OF MAJORITY VOTING FOR ELECTION OF DIRECTORS, (II) ELIMINATE "BLANK CHECK" PREFERRED STOCK, (III) ESTABLISH A PAR VALUE FOR COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE AND (IV) MAKE OTHER CHANGES.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
4.	A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
5.	A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK."	Shr	For
6.	A SHAREHOLDER PROPOSAL ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS."	Shr	Against

AT&T INC.

Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2013  
 Ticker: T  
 ISIN: US00206R1023

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

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

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: SCOTT T. FORD	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1H.	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1L.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1M.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE STOCK PURCHASE AND DEFERRAL PLAN.	Mgmt	For
5.	POLITICAL CONTRIBUTIONS REPORT.	Shr	Against
6.	LEAD BATTERIES REPORT.	Shr	Against
7.	COMPENSATION PACKAGES.	Shr	For
8.	INDEPENDENT BOARD CHAIRMAN.	Shr	Against

---

AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: AVB  
 ISIN: US0534841012

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR GLYN F. AEPPEL	Mgmt	For

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

	ALAN B. BUCKELEW	Mgmt	For
	BRUCE A. CHOATE	Mgmt	For
	JOHN J. HEALY, JR.	Mgmt	For
	TIMOTHY J. NAUGHTON	Mgmt	For
	LANCE R. PRIMIS	Mgmt	For
	PETER S. RUMMELL	Mgmt	For
	H. JAY SARLES	Mgmt	For
	W. EDWARD WALTER	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF AMENDMENT, AS AMENDED, TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S COMMON STOCK, PAR VALUE \$.01 PER SHARE, BY 140 MILLION SHARES.	Mgmt	For

-----  
 BANK OF AMERICA CORPORATION

-----  
 Agen

-----  
 Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: BAC  
 ISIN: US0605051046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHARON L. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: SUSAN S. BIES	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACK O. BOVENDER, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: ARNOLD W. DONALD	Mgmt	For
1F.	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1G.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1H.	ELECTION OF DIRECTOR: LINDA P. HUDSON	Mgmt	For

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

1I.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J.	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1K.	ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN	Mgmt	For
1L.	ELECTION OF DIRECTOR: LIONEL L. NOWELL, III	Mgmt	For
1M.	ELECTION OF DIRECTOR: R. DAVID YOST	Mgmt	For
2.	AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY).	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
4.	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
5.	STOCKHOLDER PROPOSAL - PROXY ACCESS.	Shr	Against
6.	STOCKHOLDER PROPOSAL - MULTIPLE BOARD SERVICE.	Shr	Against
7.	STOCKHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS.	Shr	Against
8.	STOCKHOLDER PROPOSAL - MORTGAGE SERVICING.	Shr	Against

-----  
 BEAM INC.

-----  
 Agen

-----  
 Security: 073730103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: BEAM  
 ISIN: US0737301038  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANN F. HACKETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Mgmt	For
1E.	ELECTION OF DIRECTOR: GRETCHEN W. PRICE	Mgmt	For
1F.	ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROBERT A. STEELE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PETER M. WILSON	Mgmt	For

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

- |    |  |      |     |
|----|--|------|-----|
| 2. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |

---

BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
Meeting Type: Annual  
Meeting Date: 21-May-2013  
Ticker: BXP  
ISIN: US1011211018

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ZOE BAIRD BUDINGER	Mgmt	For
1B.	ELECTION OF DIRECTOR: CAROL B. EINIGER	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACOB A. FRENKEL	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOEL I. KLEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: DOUGLAS T. LINDE	Mgmt	For
1F.	ELECTION OF DIRECTOR: MATTHEW J. LUSTIG	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALAN J. PATRICOF	Mgmt	For
1H.	ELECTION OF DIRECTOR: OWEN D. THOMAS	Mgmt	For
1I.	ELECTION OF DIRECTOR: MARTIN TURCHIN	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID A. TWARDOCK	Mgmt	For
1K.	ELECTION OF DIRECTOR: MORTIMER B. ZUCKERMAN	Mgmt	For
2.	TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	Against
3.	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

---

BROADCOM CORPORATION

Agen

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

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: BRCM  
 ISIN: US1113201073

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR R.J. FINOCCHIO, JR. NANCY H. HANDEL EDDY W. HARTENSTEIN MARIA M. KLAWE, PH.D. JOHN E. MAJOR SCOTT A. MCGREGOR WILLIAM T. MORROW HENRY SAMUELI, PH.D. ROBERT E. SWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

CAMERON INTERNATIONAL CORPORATION

Agen

Security: 13342B105  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: CAM  
 ISIN: US13342B1052

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL E. PATRICK	Mgmt	For
1C	ELECTION OF DIRECTOR: JON ERIK REINHARDSEN	Mgmt	For
1D	ELECTION OF DIRECTOR: BRUCE W. WILKINSON	Mgmt	For
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Mgmt	For
3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S 2012 EXECUTIVE COMPENSATION.	Mgmt	For
4	TO APPROVE THE AMENDMENTS TO AND THE RESTATEMENT OF THE COMPANY'S EQUITY INCENTIVE PLAN.	Mgmt	For



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

-----  
 CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 12-Jun-2013  
 Ticker: CELG  
 ISIN: US1510201049  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. HUGIN R.W. BARKER, D. PHIL. MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE M.A. FRIEDMAN, M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
4.	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	For

-----  
 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 29-May-2013  
 Ticker: CVX  
 ISIN: US1667641005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1B.	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For

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

1C.	ELECTION OF DIRECTOR: A.P. GAST	Mgmt	For
1D.	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1E.	ELECTION OF DIRECTOR: G.L. KIRKLAND	Mgmt	For
1F.	ELECTION OF DIRECTOR: C.W. MOORMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1H.	ELECTION OF DIRECTOR: J.G. STUMPF	Mgmt	For
1I.	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1J.	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1K.	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	APPROVAL OF AMENDMENTS TO LONG-TERM INCENTIVE PLAN	Mgmt	For
5.	SHALE ENERGY OPERATIONS	Shr	Against
6.	OFFSHORE OIL WELLS	Shr	Against
7.	CLIMATE RISK	Shr	Against
8.	LOBBYING DISCLOSURE	Shr	Against
9.	CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES	Shr	Against
10.	CUMULATIVE VOTING	Shr	Against
11.	SPECIAL MEETINGS	Shr	For
12.	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	Against
13.	COUNTRY SELECTION GUIDELINES	Shr	For

-----  
 CITIGROUP INC.

-----  
 Agen

-----  
 Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: C  
 ISIN: US1729674242  
 -----

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

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

1A.	ELECTION OF DIRECTOR: MICHAEL L. CORBAT	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANZ B. HUMER	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For
1D.	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Mgmt	For
1E.	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOAN E. SPERO	Mgmt	For
1I.	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON	Mgmt	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY APPROVAL OF CITI'S 2012 EXECUTIVE COMPENSATION.	Mgmt	For
4.	AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN (RELATING TO DIVIDEND EQUIVALENTS).	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE.	Shr	For
6.	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.	Shr	Against
7.	STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR DIRECTORS.	Shr	Against

---

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2013  
 Ticker: CL  
 ISIN: US1941621039

---

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: NIKESH ARORA	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1C	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1E	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1F	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1H	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
2.	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE THE COLGATE-PALMOLIVE COMPANY 2013 INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION REQUIREMENT.	Shr	For

-----  
 COMCAST CORPORATION

-----  
 Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 15-May-2013  
 Ticker: CMCSA  
 ISIN: US20030N1019  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	KENNETH J. BACON	Mgmt	For
	SHELDON M. BONOVIKZ	Mgmt	For
	JOSEPH J. COLLINS	Mgmt	For
	J. MICHAEL COOK	Mgmt	For
	GERALD L. HASSELL	Mgmt	For
	JEFFREY A. HONICKMAN	Mgmt	For
	EDUARDO G. MESTRE	Mgmt	For
	BRIAN L. ROBERTS	Mgmt	For
	RALPH J. ROBERTS	Mgmt	For

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

	JOHNATHAN A. RODGERS	Mgmt	For
	DR. JUDITH RODIN	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
3.	TO PROHIBIT ACCELERATED VESTING UPON A CHANGE IN CONTROL	Shr	For
4.	TO ADOPT A RECAPITALIZATION PLAN	Shr	For

-----  
 CONOCOPHILLIPS

Agen

-----  
 Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 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: JODY L. FREEMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: GAY HUEY EVANS	Mgmt	For
1F.	ELECTION OF DIRECTOR: RYAN M. LANCE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MOHD H. MARICAN	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 E. WADE, JR.	Mgmt	For
2.	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shr	Against
5.	GREENHOUSE GAS REDUCTION TARGETS.	Shr	Against
6.	GENDER IDENTITY NON-DISCRIMINATION.	Shr	Against

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

-----  
 COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 24-Jan-2013  
 Ticker: COST  
 ISIN: US22160K1051  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR BENJAMIN S. CARSON, SR. WILLIAM H. GATES HAMILTON E. JAMES W. CRAIG JELINEK JILL S. RUCKELSHAUS	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
4	CONSIDERATION OF SHAREHOLDER PROPOSAL TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Shr	For

-----  
 COVIDIEN PLC

Agen

Security: G2554F113  
 Meeting Type: Annual  
 Meeting Date: 20-Mar-2013  
 Ticker: COV  
 ISIN: IE00B68SQD29  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Mgmt	For
1B)	ELECTION OF DIRECTOR: JOY A. AMUNDSON	Mgmt	For
1C)	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1D)	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1E)	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
1F)	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1G)	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For

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

1H)	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Mgmt	For
1I)	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1J)	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
2	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4	APPROVE THE AMENDED AND RESTATED COVIDIEN STOCK AND INCENTIVE PLAN.	Mgmt	For
5	AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S6	AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.	Mgmt	For
S7	AMEND ARTICLES OF ASSOCIATION TO EXPAND THE AUTHORITY TO EXECUTE INSTRUMENTS OF TRANSFER.	Mgmt	For
8	ADVISORY VOTE ON THE CREATION OF MALLINCKRODT DISTRIBUTABLE RESERVES.	Mgmt	For

-----  
DANAHER CORPORATION

Agen

-----  
Security: 235851102  
Meeting Type: Annual  
Meeting Date: 07-May-2013  
Ticker: DHR  
ISIN: US2358511028  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1.2	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1.3	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For
1.4	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
1.5	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For
1.6	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	For
1.7	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED	Mgmt	For

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

PUBLIC ACCOUNTING FIRM.

- |    |  |      |         |
|----|--|------|---------|
| 3. | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND ALL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS.   | Mgmt | For     |
| 4. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 5. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY PAY PROGRAMS UNTIL REACHING NORMAL RETIREMENT AGE. | Shr  | For     |
| 6. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURES AND POLITICAL EXPENDITURE POLICIES, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against |

-----  
 DEERE & COMPANY

-----  
 Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2013  
 Ticker: DE  
 ISIN: US2441991054  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
1J.	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1K.	ELECTION OF DIRECTOR: SHERRY M. SMITH	Mgmt	For



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

2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	RE-APPROVAL OF THE JOHN DEERE MID-TERM INCENTIVE PLAN.	Mgmt	For
4.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
DOLLAR GENERAL CORPORATION

Agen

-----  
Security: 256677105  
Meeting Type: Annual  
Meeting Date: 29-May-2013  
Ticker: DG  
ISIN: US2566771059  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RAJ AGRAWAL WARREN F. BRYANT MICHAEL M. CALBERT SANDRA B. COCHRAN RICHARD W. DREILING P.D. FILI-KRUSHEL ADRIAN JONES WILLIAM C. RHODES, III DAVID B. RICKARD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	TO APPROVE AN AMENDMENT TO DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED CHARTER TO IMPLEMENT A MAJORITY VOTING STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS.	Mgmt	For
3.	TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Mgmt	For

-----  
DUKE ENERGY CORPORATION

Agen

-----  
Security: 26441C204  
Meeting Type: Annual  
Meeting Date: 02-May-2013  
Ticker: DUK  
ISIN: US26441C2044  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		

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

	WILLIAM BARNET, III	Mgmt	For
	G. ALEX BERNHARDT, SR.	Mgmt	For
	MICHAEL G. BROWNING	Mgmt	For
	HARRIS E. DELOACH, JR.	Mgmt	For
	DANIEL R. DIMICCO	Mgmt	For
	JOHN H. FORSGREN	Mgmt	For
	ANN M. GRAY	Mgmt	For
	JAMES H. HANCE, JR.	Mgmt	For
	JOHN T. HERRON	Mgmt	For
	JAMES B. HYLER, JR.	Mgmt	For
	E. MARIE MCKEE	Mgmt	For
	E. JAMES REINSCH	Mgmt	For
	JAMES T. RHODES	Mgmt	For
	JAMES E. ROGERS	Mgmt	For
	CARLOS A. SALADRIGAS	Mgmt	For
	PHILIP R. SHARP	Mgmt	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2013	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	APPROVAL OF THE AMENDED DUKE ENERGY CORPORATION EXECUTIVE SHORT-TERM INCENTIVE PLAN	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS	Shr	Against

-----  
EATON VANCE RISK-MGD DIV EQTY INCM FD

Agen

-----  
Security: 27829G106  
Meeting Type: Annual  
Meeting Date: 26-Apr-2013  
Ticker: ETJ  
ISIN: US27829G1067  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LYNN A. STOUT HARRIETT TEE TAGGART RALPH F. VERNI	Mgmt Mgmt Mgmt	For For For

-----  
EBAY INC.

Agen

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

-----  
 Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2013  
 Ticker: EBAY  
 ISIN: US2786421030  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID M. MOFFETT	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
1C.	ELECTION OF DIRECTOR: THOMAS J. TIERNEY	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3.	STOCKHOLDER PROPOSAL REGARDING CORPORATE LOBBYING DISCLOSURE.	Shr	Against
4.	STOCKHOLDER PROPOSAL REGARDING PRIVACY AND DATA SECURITY.	Shr	Against
5.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

-----  
 EDISON INTERNATIONAL  
 -----

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: EIX  
 ISIN: US2810201077  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAGJEET S. BINDRA	Mgmt	For
1B.	ELECTION OF DIRECTOR: VANESSA C.L. CHANG	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCE A. CORDOVA	Mgmt	For
1D.	ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: BRADFORD M. FREEMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: LUIS G. NOGALES	Mgmt	For

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

1G.	ELECTION OF DIRECTOR: RONALD L. OLSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS C. SUTTON	Mgmt	For
1J.	ELECTION OF DIRECTOR: PETER J. TAYLOR	Mgmt	For
1K.	ELECTION OF DIRECTOR: BRETT WHITE	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN	Shr	Against

-----  
 EMC CORPORATION

Agen

-----  
 Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 01-May-2013  
 Ticker: EMC  
 ISIN: US2686481027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MICHAEL W. BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RANDOLPH L. COWEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: GAIL DEEGAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES S. DISTASIO	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN R. EGAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: EDMUND F. KELLY	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMI MISCIK	Mgmt	For
1H.	ELECTION OF DIRECTOR: WINDLE B. PRIEM	Mgmt	For
1I.	ELECTION OF DIRECTOR: PAUL SAGAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID N. STROHM	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOSEPH M. TUCCI	Mgmt	For
2.	RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL	Mgmt	For

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

YEAR ENDING DECEMBER 31, 2013, AS DESCRIBED  
IN EMC'S PROXY STATEMENT.

3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
4.	APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 2003 STOCK PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
5.	APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 1989 EMPLOYEE STOCK PURCHASE PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
6.	APPROVAL OF AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION AND BYLAWS TO ALLOW SHAREHOLDERS TO ACT BY WRITTEN CONSENT BY LESS THAN UNANIMOUS APPROVAL, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
7.	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Shr	Against

-----  
EMERSON ELECTRIC CO.

Agen

Security: 291011104  
Meeting Type: Annual  
Meeting Date: 05-Feb-2013  
Ticker: EMR  
ISIN: US2910111044  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR C.A.H. BOERSIG* J.B. BOLTEN* M.S. LEVATICH* R.L. STEPHENSON* A.A. BUSCH III#	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
5.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

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

EOG RESOURCES, INC.

Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: EOG  
 ISIN: US26875P1012

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLES R. CRISP	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES C. DAY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARK G. PAPA	Mgmt	For
1D.	ELECTION OF DIRECTOR: H. LEIGHTON STEWARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD F. TEXTOR	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM R. THOMAS	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRANK G. WISNER	Mgmt	For
2.	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO APPROVE THE AMENDED AND RESTATED EOG RESOURCES, INC. 2008 OMNIBUS EQUITY COMPENSATION PLAN.	Mgmt	For
4.	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For

EXPRESS SCRIPTS HOLDING COMPANY

Agen

Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: ESRX  
 ISIN: US30219G1085

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

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

1A.	ELECTION OF DIRECTOR: GARY G. BENANAV	Mgmt	For
1B.	ELECTION OF DIRECTOR: MAURA C. BREEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM J. DELANEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS P. MAC MAHON	Mgmt	For
1F.	ELECTION OF DIRECTOR: FRANK MERGENTHALER	Mgmt	For
1G.	ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN O. PARKER, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: GEORGE PAZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH	Mgmt	For
1K.	ELECTION OF DIRECTOR: SAMUEL K. SKINNER	Mgmt	For
1L.	ELECTION OF DIRECTOR: SEYMOUR STERNBERG	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 29-May-2013  
 Ticker: XOM  
 ISIN: US30231G1022  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	M.J. BOSKIN	Mgmt	For
	P. BRABECK-LETMATHE	Mgmt	For
	U.M. BURNS	Mgmt	For
	L.R. FAULKNER	Mgmt	For
	J.S. FISHMAN	Mgmt	For
	H.H. FORE	Mgmt	For
	K.C. FRAZIER	Mgmt	For
	W.W. GEORGE	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	S.S. REINEMUND	Mgmt	For
	R.W. TILLERSON	Mgmt	For
	W.C. WELDON	Mgmt	For

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

	E.E. WHITACRE, JR.	Mgmt	For
2.	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 60)	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 61)	Mgmt	Against
4.	INDEPENDENT CHAIRMAN (PAGE 63)	Shr	For
5.	MAJORITY VOTE FOR DIRECTORS (PAGE 64)	Shr	Against
6.	LIMIT DIRECTORSHIPS (PAGE 65)	Shr	Against
7.	REPORT ON LOBBYING (PAGE 66)	Shr	Against
8.	POLITICAL CONTRIBUTIONS POLICY (PAGE 67)	Shr	Against
9.	AMENDMENT OF EEO POLICY (PAGE 69)	Shr	Against
10.	REPORT ON NATURAL GAS PRODUCTION (PAGE 70)	Shr	Against
11.	GREENHOUSE GAS EMISSIONS GOALS (PAGE 72)	Shr	Against

-----  
GENERAL ELECTRIC COMPANY

Agen

-----  
Security: 369604103  
Meeting Type: Annual  
Meeting Date: 24-Apr-2013  
Ticker: GE  
ISIN: US3696041033  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A2	ELECTION OF DIRECTOR: JOHN J. BRENNAN	Mgmt	For
A3	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A4	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Mgmt	For
A5	ELECTION OF DIRECTOR: MARIJN E. DEKKERS	Mgmt	For
A6	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A7	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A8	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A9	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A10	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A11	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For



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

A12	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A13	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A14	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Mgmt	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A16	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
A17	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Mgmt	For
B2	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
C1	CESSATION OF ALL STOCK OPTIONS AND BONUSES	Shr	Against
C2	DIRECTOR TERM LIMITS	Shr	Against
C3	INDEPENDENT CHAIRMAN	Shr	Against
C4	RIGHT TO ACT BY WRITTEN CONSENT	Shr	Against
C5	EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Shr	For
C6	MULTIPLE CANDIDATE ELECTIONS	Shr	Against

-----  
 GILEAD SCIENCES, INC.

Agen

-----  
 Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: GILD  
 ISIN: US3755581036  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN F. COGAN ETIENNE F. DAVIGNON CARLA A. HILLS KEVIN E. LOFTON JOHN W. MADIGAN JOHN C. MARTIN NICHOLAS G. MOORE RICHARD J. WHITLEY GAYLE E. WILSON PER WOLD-OLSEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE	Mgmt	For

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

FISCAL YEAR ENDING DECEMBER 31, 2013.

3.	TO APPROVE A RESTATEMENT OF GILEAD SCIENCES, INC.'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	TO APPROVE, ON THE ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.	Mgmt	For
6.	TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
7.	TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

-----  
GOOGLE INC.

Agen

-----  
Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 06-Jun-2013  
Ticker: GOOG  
ISIN: US38259P5089  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	A STOCKHOLDER PROPOSAL REGARDING A REPORT ON LEAD BATTERIES IN GOOGLE'S SUPPLY CHAIN, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

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

4.	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
5.	A STOCKHOLDER PROPOSAL REGARDING EXECUTIVE STOCK RETENTION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
6.	A STOCKHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

-----  
HALLIBURTON COMPANY

Agen

Security: 406216101  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: HAL  
ISIN: US4062161017

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

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

HOLLYFRONTIER CORPORATION

Agen

Security: 436106108  
 Meeting Type: Annual  
 Meeting Date: 15-May-2013  
 Ticker: HFC  
 ISIN: US4361061082

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DOUGLAS Y. BECH	Mgmt	For
1B.	ELECTION OF DIRECTOR: BUFORD P. BERRY	Mgmt	For
1C.	ELECTION OF DIRECTOR: LELDON E. ECHOLS	Mgmt	For
1D.	ELECTION OF DIRECTOR: R. KEVIN HARDAGE	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL C. JENNINGS	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT J. KOSTELNIK	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES H. LEE	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT G. MCKENZIE	Mgmt	For
1I.	ELECTION OF DIRECTOR: FRANKLIN MYERS	Mgmt	For
1J.	ELECTION OF DIRECTOR: MICHAEL E. ROSE	Mgmt	For
1K.	ELECTION OF DIRECTOR: TOMMY A. VALENTA	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.	Mgmt	For

HONDA MOTOR CO.,LTD.

Agen

Security: J22302111  
 Meeting Type: AGM  
 Meeting Date: 19-Jun-2013  
 Ticker:  
 ISIN: JP3854600008

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

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

			Non-Voting
	Please reference meeting materials.		
1	Approve Appropriation of Surplus	Mgmt	For
2	Amend Articles to: Expand Business Lines	Mgmt	For
3.1	Appoint a Director	Mgmt	For
3.2	Appoint a Director	Mgmt	For
3.3	Appoint a Director	Mgmt	For
3.4	Appoint a Director	Mgmt	For
3.5	Appoint a Director	Mgmt	For
3.6	Appoint a Director	Mgmt	For
3.7	Appoint a Director	Mgmt	For
3.8	Appoint a Director	Mgmt	For
3.9	Appoint a Director	Mgmt	For
3.10	Appoint a Director	Mgmt	For
3.11	Appoint a Director	Mgmt	For
3.12	Appoint a Director	Mgmt	For
3.13	Appoint a Director	Mgmt	For
4	Appoint a Corporate Auditor	Mgmt	For

---

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 30-Apr-2013  
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: D.N. FARR	Mgmt	For
1F.	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For

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

1G.	ELECTION OF DIRECTOR: A.N. LIVERIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1J.	ELECTION OF DIRECTOR: V.M. ROMETTY	Mgmt	For
1K.	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1L.	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1M.	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
4.	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 73)	Shr	Against
5.	STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 74)	Shr	For
6.	STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR (PAGE 75)	Shr	For
7.	STOCKHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK (PAGE 76)	Shr	For

-----  
 JOHNSON & JOHNSON

Agen

-----  
 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: JNJ  
 ISIN: US4781601046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN E.L. DAVIS	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALEX GORSKY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1F.	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1G.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For

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

1H.	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1K.	ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Mgmt	For
1L.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
4.	SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Shr	For
5.	SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES	Shr	Against
6.	SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Shr	Against

-----  
 JPMORGAN CHASE & CO.

-----  
 Agen

-----  
 Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: JPM  
 ISIN: US46625H1005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1D.	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	Against
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	Against
1F.	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	Against
1I.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For

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

1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	AMENDMENT TO THE FIRM'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY WRITTEN CONSENT	Mgmt	For
5.	REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN	Mgmt	For
6.	REQUIRE SEPARATION OF CHAIRMAN AND CEO	Shr	Against
7.	REQUIRE EXECUTIVES TO RETAIN SIGNIFICANT STOCK UNTIL REACHING NORMAL RETIREMENT AGE	Shr	Against
8.	ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS	Shr	Against
9.	DISCLOSE FIRM PAYMENTS USED DIRECTLY OR INDIRECTLY FOR LOBBYING, INCLUDING SPECIFIC AMOUNTS AND RECIPIENTS' NAMES	Shr	Against

-----  
KRAFT FOODS GROUP, INC.

Agen

-----  
Security: 50076Q106  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: KRFT  
ISIN: US50076Q1067  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ABELARDO E. BRU	Mgmt	For
1B.	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF AN EXECUTIVE COMPENSATION VOTE.	Mgmt	1 Year
4.	APPROVAL OF THE MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE KRAFT FOODS GROUP, INC. 2012 PERFORMANCE INCENTIVE PLAN.	Mgmt	For
5.	RATIFICATION OF THE SELECTION OF	Mgmt	For



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

PRICEWATERHOUSECOOPERS LLP AS OUR  
INDEPENDENT AUDITORS FOR THE FISCAL YEAR  
ENDING DECEMBER 28, 2013.

6.	SHAREHOLDER PROPOSAL: LABEL GENETICALLY ENGINEERED PRODUCTS.	Shr	Against
----	--	-----	---------

-----  
LYONDELLBASELL INDUSTRIES N.V.

Agen

Security: N53745100  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: LYB  
ISIN: NL0009434992

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JACQUES AIGRAIN SCOTT M. KLEINMAN BRUCE A. SMITH	Mgmt Mgmt Mgmt	For For For
2.	ADOPTION OF ANNUAL ACCOUNTS FOR 2012	Mgmt	For
3.	DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD	Mgmt	For
4.	DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
5.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
6.	APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS	Mgmt	For
7.	APPROVAL OF COMPENSATION OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
8.	RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2012 FISCAL YEAR	Mgmt	For
9.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
10.	APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL	Mgmt	For
11.	APPROVAL TO CANCEL UP TO 10% OF SHARE CAPITAL HELD IN TREASURY	Mgmt	For
12.	APPROVAL TO AMEND ARTICLES OF ASSOCIATION	Mgmt	For

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

-----  
 MACY'S INC.

Agen

Security: 55616P104  
 Meeting Type: Annual  
 Meeting Date: 17-May-2013  
 Ticker: M  
 ISIN: US55616P1049  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Mgmt	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 1, 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

-----  
 MARATHON OIL CORPORATION

Agen

Security: 565849106  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: MRO  
 ISIN: US5658491064  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Mgmt	For

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

1B.	ELECTION OF DIRECTOR: PIERRE BRONDEAU	Mgmt	For
1C.	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1E.	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: PHILIP LADER	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	Mgmt	For
1H.	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2013.	Mgmt	For
3.	BOARD PROPOSAL FOR A NON-BINDING ADVISORY VOTE TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	STOCKHOLDER PROPOSAL SEEKING A REPORT REGARDING THE COMPANY'S LOBBYING ACTIVITIES, POLICIES AND PROCEDURES.	Shr	Against

-----  
MCDONALD'S CORPORATION

Agen

-----  
Security: 580135101  
Meeting Type: Annual  
Meeting Date: 23-May-2013  
Ticker: MCD  
ISIN: US5801351017  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROGER W. STONE	Mgmt	For
1D.	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2013.	Mgmt	For
4.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN ANNUAL REPORT ON EXECUTIVE COMPENSATION, IF PRESENTED.	Shr	Against

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

5.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN EXECUTIVE STOCK RETENTION POLICY, IF PRESENTED.	Shr	For
6.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A HUMAN RIGHTS REPORT, IF PRESENTED.	Shr	Against
7.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT, IF PRESENTED.	Shr	Against

---

MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 28-Nov-2012  
Ticker: MSFT  
ISIN: US5949181045

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
5.	ELECTION OF DIRECTOR: STEPHEN J. LUCZO	Mgmt	For
6.	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
7.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
8.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
9.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
10.	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Mgmt	For
11.	APPROVAL OF EMPLOYEE STOCK PURCHASE PLAN (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Mgmt	For
12.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2013 (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Mgmt	For
13.	SHAREHOLDER PROPOSAL - ADOPT CUMULATIVE VOTING (THE BOARD RECOMMENDS A VOTE AGAINST THIS PROPOSAL)	Shr	Against

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

-----  
 MONDELEZ INTL, INC

Agen

-----  
 Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: MDLZ  
 ISIN: US6092071058  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: LEWIS W.K. BOOTH	Mgmt	For
1C.	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARK D. KETCHUM	Mgmt	For
1E.	ELECTION OF DIRECTOR: JORGE S. MESQUITA	Mgmt	For
1F.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Mgmt	For
1G.	ELECTION OF DIRECTOR: IRENE B. ROSENFELD	Mgmt	For
1H.	ELECTION OF DIRECTOR: PATRICK T. SIEWERT	Mgmt	For
1I.	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
1J	ELECTION OF DIRECTOR: RATAN N. TATA	Mgmt	For
1K	ELECTION OF DIRECTOR: J.F. VAN BOXMEER	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR 2013	Mgmt	For
4.	SHAREHOLDER PROPOSAL: REPORT ON EXTENDED PRODUCER RESPONSIBILITY	Shr	Against
5	SHAREHOLDER PROPOSAL: SUSTAINABILITY REPORT ON GENDER EQUALITY IN THE COMPANY'S SUPPLY CHAIN	Shr	Abstain

-----  
 MONSANTO COMPANY

Agen

-----  
 Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 31-Jan-2013  
 Ticker: MON  
 -----

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

ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D.	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR H. HARPER	Mgmt	For
1C.	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
1D.	ELECTION OF DIRECTOR: JON R. MOELLER	Mgmt	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Mgmt	For
3.	ADVISORY, (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO DECLASSIFY THE BOARD.	Mgmt	For
5.	SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.	Shr	Against

NETFLIX, INC.

Agen

Security: 64110L106  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2013  
 Ticker: NFLX  
 ISIN: US64110L1061

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR TIMOTHY M. HALEY ANN MATHER LESLIE KILGORE	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

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

5.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
6.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
7.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
8.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE RIGHT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

-----  
 NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2012  
 Ticker: NKE  
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For For
2.	TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.	Mgmt	For
4.	TO RE-APPROVE AND AMEND THE NIKE, INC. LONG-TERM INCENTIVE PLAN.	Mgmt	For
5.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
6.	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.	Shr	Against

-----  
 OCCIDENTAL PETROLEUM CORPORATION

Agen

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

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 03-May-2013  
 Ticker: OXY  
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B.	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Mgmt	Against
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	Against
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	Against
1J.	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
2.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	Against
3.	RATIFICATION OF SELECTION OF KPMG LLP AS INDEPENDENT AUDITORS	Mgmt	For
4.	STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT	Shr	For

ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 07-Nov-2012  
 Ticker: ORCL  
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		
	JEFFREY S. BERG	Mgmt	For
	H. RAYMOND BINGHAM	Mgmt	For
	MICHAEL J. BOSKIN	Mgmt	For
	SAFRA A. CATZ	Mgmt	For
	BRUCE R. CHIZEN	Mgmt	Withheld
	GEORGE H. CONRADES	Mgmt	Withheld
	LAWRENCE J. ELLISON	Mgmt	For



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

	HECTOR GARCIA-MOLINA	Mgmt	For
	JEFFREY O. HENLEY	Mgmt	For
	MARK V. HURD	Mgmt	For
	DONALD L. LUCAS	Mgmt	For
	NAOMI O. SELIGMAN	Mgmt	Withheld
2	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
3	APPROVAL OF INCREASE IN SHARES UNDER THE DIRECTORS' STOCK PLAN.	Mgmt	For
4	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.	Shr	For
6	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	For
7	STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.	Shr	For
8	STOCKHOLDER PROPOSAL REGARDING EQUITY ACCELERATION UPON A CHANGE IN CONTROL OF ORACLE.	Shr	For

-----  
 PFIZER INC.

Agen

-----  
 Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: PFE  
 ISIN: US7170811035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1D	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1F	ELECTION OF DIRECTOR: HELEN H. HOBBS	Mgmt	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For

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

1J	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1K	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1L	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1M	ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE	Mgmt	For
2	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Mgmt	For
4	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE EQUITY RETENTION	Shr	For
5	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT	Shr	For

-----  
 PHILIP MORRIS INTERNATIONAL INC.

Agem

-----  
 Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 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: ANDRE CALANTZOPOULOS	Mgmt	For
1D.	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1G.	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1H.	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
1I.	ELECTION OF DIRECTOR: KALPANA MORPARIA	Mgmt	For
1J.	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROBERT B. POLET	Mgmt	For
1L.	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1M.	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For

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

2.	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION	Mgmt	For

-----  
 PHILLIPS 66

Agen

-----  
 Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: PSX  
 ISIN: US7185461040  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREG C. GARLAND	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN E. LOWE	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2013.	Mgmt	For
3.	PROPOSAL TO APPROVE ADOPTION OF THE 2013 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF PHILLIPS 66.	Mgmt	For
4.	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
5.	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
 PPG INDUSTRIES, INC.

Agen

-----  
 Security: 693506107  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2013  
 Ticker: PPG  
 ISIN: US6935061076  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JAMES G. BERGES JOHN V. FARACI	Mgmt Mgmt	For For

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

	VICTORIA F. HAYNES	Mgmt	For
	MARTIN H. RICHENHAGEN	Mgmt	For
2	PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Mgmt	For
4	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
5	SHAREHOLDER PROPOSAL TO ADOPT A SIMPLE MAJORITY VOTE.	Shr	For

-----  
PPL CORPORATION

Agen

-----  
Security: 69351T106  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: PPL  
ISIN: US69351T1060  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR FREDERICK M. BERNTHAL JOHN W. CONWAY PHILIP G. COX STEVEN G. ELLIOTT LOUISE K. GOESER STUART E. GRAHAM STUART HEYDT RAJA RAJAMANNAR CRAIG A. ROGERSON WILLIAM H. SPENCE NATICA VON ALTHANN KEITH H. WILLIAMSON	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 OF AMENDMENT TO PPL CORPORATION'S ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTE STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS	Mgmt	For
3	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
5	SHAREOWNER PROPOSAL - REQUEST FOR POLITICAL	Shr	Against

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

## SPENDING REPORT

-----  
 QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 05-Mar-2013  
 Ticker: QCOM  
 ISIN: US7475251036  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BARBARA T. ALEXANDER	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK	Mgmt	For
1C	ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
1E	ELECTION OF DIRECTOR: THOMAS W. HORTON	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL E. JACOBS	Mgmt	For
1G	ELECTION OF DIRECTOR: SHERRY LANSING	Mgmt	For
1H	ELECTION OF DIRECTOR: DUANE A. NELLES	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANCISCO ROS	Mgmt	For
1J	ELECTION OF DIRECTOR: BRENT SCOWCROFT	Mgmt	For
1K	ELECTION OF DIRECTOR: MARC I. STERN	Mgmt	For
02	TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 90,000,000 SHARES.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 29, 2013.	Mgmt	For
04	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 REGIONS FINANCIAL CORPORATION

Agen

Security: 7591EP100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013

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

Ticker: RF  
ISIN: US7591EP1005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GEORGE W. BRYAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CAROLYN H. BYRD	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAVID J. COOPER, SR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: DON DEFOSSET	Mgmt	For
1E.	ELECTION OF DIRECTOR: ERIC C. FAST	Mgmt	For
1F.	ELECTION OF DIRECTOR: O.B. GRAYSON HALL, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOHN D. JOHNS	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES D. MCCRARY	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES R. MALONE	Mgmt	For
1J.	ELECTION OF DIRECTOR: RUTH ANN MARSHALL	Mgmt	For
1K.	ELECTION OF DIRECTOR: SUSAN W. MATLOCK	Mgmt	For
1L.	ELECTION OF DIRECTOR: JOHN E. MAUPIN, JR.	Mgmt	For
1M.	ELECTION OF DIRECTOR: JOHN R. ROBERTS	Mgmt	For
1N.	ELECTION OF DIRECTOR: LEE J. STYSLINGER III	Mgmt	For
2.	NONBINDING STOCKHOLDER APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF THE REGIONS FINANCIAL CORPORATION EXECUTIVE INCENTIVE PLAN.	Mgmt	For
4.	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REGARDING POSTING A REPORT, UPDATED SEMI-ANNUALLY, OF POLITICAL CONTRIBUTIONS.	Shr	Against

SEMPRA ENERGY

Agen

Security: 816851109  
Meeting Type: Annual  
Meeting Date: 09-May-2013  
Ticker: SRE  
ISIN: US8168511090

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM D. JONES	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Mgmt	For
1E.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Mgmt	For
1H.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1I.	ELECTION OF DIRECTOR: JACK T. TAYLOR	Mgmt	For
1J.	ELECTION OF DIRECTOR: LUIS M. TELLEZ	Mgmt	For
1K.	ELECTION OF DIRECTOR: JAMES C. YARDLEY	Mgmt	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF 2013 LONG-TERM INCENTIVE PLAN.	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against

-----  
 TERADATA CORPORATION

Agen

-----  
 Security: 88076W103  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: TDC  
 ISIN: US88076W1036  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: EDWARD P. BOYKIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CARY T. FU	Mgmt	For
1C.	ELECTION OF DIRECTOR: VICTOR L. LUND	Mgmt	For
2.	AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For

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

3.	APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
4.	APPROVAL OF A STOCKHOLDER PROPOSAL RECOMMENDING DECLASSIFICATION OF OUR BOARD	Shr	For

-----

THE BOEING COMPANY

-----

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 Ticker: BA  
 ISIN: US0970231058

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2013.	Mgmt	For
4.	FUTURE EXTRAORDINARY RETIREMENT BENEFITS.	Shr	For
5.	ACTION BY WRITTEN CONSENT.	Shr	For
6.	EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shr	For
7.	INDEPENDENT BOARD CHAIRMAN.	Shr	For



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

-----  
 THE CHARLES SCHWAB CORPORATION  
 -----

Agen

Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: SCHW  
 ISIN: US8085131055  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN A. ELLIS	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARUN SARIN	Mgmt	For
1C.	ELECTION OF DIRECTOR: CHARLES R. SCHWAB	Mgmt	For
1D.	ELECTION OF DIRECTOR: PAULA A. SNEED	Mgmt	For
2.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	APPROVAL OF 2013 STOCK INCENTIVE PLAN	Mgmt	For
5.	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against
6.	STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS	Shr	For

-----  
 THE COCA-COLA COMPANY  
 -----

Agen

Security: 191216100  
 Meeting Type: Special  
 Meeting Date: 10-Jul-2012  
 Ticker: KO  
 ISIN: US1912161007  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO AMEND ARTICLE FOURTH OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO INCREASE THE AUTHORIZED COMMON STOCK OF THE COMPANY FROM 5,600,000,000 SHARES, PAR VALUE \$.25 PER SHARE, TO 11,200,000,000 SHARES, PAR VALUE \$.25 PER SHARE, AND TO EFFECT A SPLIT OF THE ISSUED COMMON STOCK OF THE COMPANY BY CHANGING EACH ISSUED SHARE OF COMMON STOCK INTO TWO	Mgmt	For

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

SHARES OF COMMON STOCK.

-----  
 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: KO  
 ISIN: US1912161007  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	Against
1C.	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD M. DALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1G.	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1H.	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. KOTICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1L.	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
1M.	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1N.	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1O.	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Mgmt	For
1P.	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
4.	APPROVE AN AMENDMENT TO THE COMPANY'S BY-LAWS TO PERMIT SHAREOWNERS TO CALL SPECIAL MEETINGS.	Mgmt	For
5.	SHAREOWNER PROPOSAL REGARDING A BOARD	Shr	Against

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

COMMITTEE ON HUMAN RIGHTS.

-----  
 THE GOLDMAN SACHS GROUP, INC.

Agen

-----  
 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: GS  
 ISIN: US38141G1040  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	For
1H	ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1J	ELECTION OF DIRECTOR: DEBORA L. SPAR	Mgmt	For
1K	ELECTION OF DIRECTOR: MARK E. TUCKER	Mgmt	For
1L	ELECTION OF DIRECTOR: DAVID A. VINIAR	Mgmt	For
02	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY)	Mgmt	For
03	APPROVAL OF THE GOLDMAN SACHS AMENDED AND RESTATED STOCK INCENTIVE PLAN (2013)	Mgmt	Against
04	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
05	SHAREHOLDER PROPOSAL REGARDING HUMAN RIGHTS COMMITTEE	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING GOLDMAN SACHS LOBBYING DISCLOSURE	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS	Shr	Against
08	SHAREHOLDER PROPOSAL REGARDING MAXIMIZATION	Shr	Against

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

OF VALUE FOR SHAREHOLDERS

-----  
 THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: HSY  
 ISIN: US4278661081

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR P.M. ARWAY J.P. BILBREY R.F. CAVANAUGH C.A. DAVIS R.M. MALCOLM J.M. MEAD J.E. NEVELS A.J. PALMER T.J. RIDGE D.L. SHEDLARZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2013.	Mgmt	For
3.	APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 THE HOME DEPOT, INC.

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 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

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

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
1I.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARK VADON	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN	Mgmt	For
5.	APPROVAL OF THE AMENDED AND RESTATED 2005 OMNIBUS STOCK INCENTIVE PLAN	Mgmt	For
6.	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
7.	SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY	Shr	Against

-----  
 THE PNC FINANCIAL SERVICES GROUP, INC.  
 -----

Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 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: WILLIAM S. DEMCHAK	Mgmt	For
1E	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1G	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1H	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For

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

1I	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1L	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1M	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1N	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1O	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1P	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4	A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK.	Shr	Against

-----

THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 09-Oct-2012  
 Ticker: PG  
 ISIN: US7427181091

-----

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

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

1I.	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Mgmt	For
1J.	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1K.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
2.	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (THE SAY ON PAY VOTE)	Mgmt	For
4.	SHAREHOLDER PROPOSAL #1 - SAY ON POLITICAL CONTRIBUTION (PAGE 67 OF PROXY STATEMENT)	Shr	Against
5.	SHAREHOLDER PROPOSAL #2 - PRODUCER RESPONSIBILITY FOR PACKAGING (PAGE 70 OF PROXY STATEMENT)	Shr	Against
6.	SHAREHOLDER PROPOSAL #3 - ADOPT SIMPLE MAJORITY VOTE (PAGE 72 OF PROXY STATEMENT)	Shr	For

-----  
 THE SOUTHERN COMPANY

-----  
 Agen

Security: 842587107  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: SO  
 ISIN: US8425871071  
 -----

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

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

1M.	ELECTION OF DIRECTOR: E.J. WOOD III	Mgmt	Against
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION	Mgmt	For
4.	RATIFICATION OF BY-LAW AMENDMENT	Mgmt	For
5.	AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE TWO-THIRDS SUPERMAJORITY REQUIREMENTS IN ARTICLE ELEVENTH TO A MAJORITY VOTE	Mgmt	For
6.	AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE 75% SUPERMAJORITY REQUIREMENTS IN ARTICLE THIRTEENTH TO A TWO-THIRDS VOTE	Mgmt	For

-----  
 THE WALT DISNEY COMPANY

Agen

-----  
 Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2013  
 Ticker: DIS  
 ISIN: US2546871060  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1F.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1I.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	For
1J.	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Mgmt	For



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

3.	TO APPROVE THE TERMS OF THE COMPANY'S AMENDED AND RESTATED 2002 EXECUTIVE PERFORMANCE PLAN, AS AMENDED.	Mgmt	For
4.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	Against
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.	Shr	For
6.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO FUTURE SEPARATION OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER.	Shr	For

-----  
 UNION PACIFIC CORPORATION

Agen

Security: 907818108  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: UNP  
 ISIN: US9078181081  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: A.H. CARD, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: E.B. DAVIS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: T.J. DONOHUE	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.W. DUNHAM	Mgmt	For
1E.	ELECTION OF DIRECTOR: J.R. HOPE	Mgmt	For
1F.	ELECTION OF DIRECTOR: J.J. KORALESKI	Mgmt	For
1G.	ELECTION OF DIRECTOR: C.C. KRULAK	Mgmt	For
1H.	ELECTION OF DIRECTOR: M.R. MCCARTHY	Mgmt	For
1I.	ELECTION OF DIRECTOR: M.W. MCCONNELL	Mgmt	For
1J.	ELECTION OF DIRECTOR: T.F. MCLARTY III	Mgmt	For
1K.	ELECTION OF DIRECTOR: S.R. ROGEL	Mgmt	For
1L.	ELECTION OF DIRECTOR: J.H. VILLARREAL	Mgmt	For
1M.	ELECTION OF DIRECTOR: J.R. YOUNG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").	Mgmt	For

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

- |    |   |      |         |
|----|---|------|---------|
| 4. | ADOPT THE UNION PACIFIC CORPORATION 2013 STOCK INCENTIVE PLAN.                                  | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr  | Against |

-----  
 UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 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: MARSHALL O. LARSEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1J.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1K.	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1L.	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
2.	APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

-----  
 VERIZON COMMUNICATIONS INC.

Agen

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

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: VZ  
 ISIN: US92343V1044

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1B	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1C	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1E	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1F	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1G	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1I	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: HUGH B. PRICE	Mgmt	For
1K	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Mgmt	For
1M	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	APPROVAL OF LONG-TERM INCENTIVE PLAN	Mgmt	For
05	NETWORK NEUTRALITY	Shr	Against
06	LOBBYING ACTIVITIES	Shr	Against
07	PROXY ACCESS BYLAWS	Shr	For
08	SEVERANCE APPROVAL POLICY	Shr	For
09	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For
10	SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT	Shr	For

VISA INC.

Agen

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

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2013  
 Ticker: V  
 ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GARY P. COUGHLAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1E.	ELECTION OF DIRECTOR: CATHY E. MINEHAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID J. PANG	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSEPH W. SAUNDERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOHN A. SWAINSON	Mgmt	For
2.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For
4.	STOCKHOLDER PROPOSAL ON LOBBYING PRACTICES AND EXPENDITURES, IF PROPERLY PRESENTED.	Shr	Against

WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: WFC  
 ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For

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

1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Mgmt	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1F)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Mgmt	For
1J)	ELECTION OF DIRECTOR: HOWARD V. RICHARDSON	Mgmt	For
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
1N)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATED LONG-TERM INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
5.	STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN.	Shr	Against
6.	STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.	Shr	Against
7.	STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Shr	Against

\* Management position unknown

### SIGNATURES

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

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

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	08/16/2013