

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

Eaton Vance Tax-Managed Diversified Equity Income Fund  
Form N-PX  
August 07, 2015

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: 811-21832  
NAME OF REGISTRANT: Eaton Vance Tax-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: 10/31  
DATE OF REPORTING PERIOD: 07/01/2014 - 06/30/2015

Eaton Vance Tax-Managed Diversified Equity Income Fund

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ABBOTT LABORATORIES

----- Agen

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Security: 002824100  
Meeting Type: Annual  
Meeting Date: 24-Apr-2015  
Ticker: ABT  
ISIN: US0028241000  
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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
	S.C. SCOTT III	Mgmt	For

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	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
2.	RATIFICATION OF ERNST & YOUNG 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 - INDEPENDENT BOARD CHAIRMAN	Shr	Against

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AFLAC INCORPORATED

Agen

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Security: 001055102  
Meeting Type: Annual  
Meeting Date: 04-May-2015  
Ticker: AFL  
ISIN: US0010551028  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DANIEL P. AMOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: PAUL S. AMOS II	Mgmt	For
1C.	ELECTION OF DIRECTOR: W. PAUL BOWERS	Mgmt	For
1D.	ELECTION OF DIRECTOR: KRISS CLONINGER III	Mgmt	For
1E.	ELECTION OF DIRECTOR: ELIZABETH J. HUDSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROBERT B. JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: THOMAS J. KENNY	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOSEPH L. MOSKOWITZ	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: 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,	Mgmt	Against

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PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE 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, 2015	Mgmt	For
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ALTRIA GROUP, INC.

Agen

Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 20-May-2015  
Ticker: MO  
ISIN: US02209S1033  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GERALD L. BALILES	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARTIN J. BARRINGTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Mgmt	For
1D.	ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Mgmt	For
1F.	ELECTION OF DIRECTOR: THOMAS W. JONES	Mgmt	For
1G.	ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: W.LEO KIELY III	Mgmt	For
1I.	ELECTION OF DIRECTOR: KATHRYN B. MCQUADE	Mgmt	For
1J.	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For
1K.	ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Mgmt	For
2.	APPROVAL OF THE 2015 PERFORMANCE INCENTIVE PLAN	Mgmt	For
3.	APPROVAL OF THE 2015 STOCK COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS	Mgmt	For
4.	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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5.	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For
6.	SHAREHOLDER PROPOSAL - POLICY ON MIGRANT LABOR IN THE TOBACCO SUPPLY CHAIN	Shr	Against
7.	SHAREHOLDER PROPOSAL - PREPARATION OF HEALTH EFFECT AND CESSATION MATERIALS FOR POOR AND LESS FORMALLY EDUCATED TOBACCO CONSUMERS	Shr	Against
8.	SHAREHOLDER PROPOSAL - REPORT ON ACTIONS TAKEN TO REDUCE THE RISK OF GREEN TOBACCO SICKNESS	Shr	Against

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 AMAZON.COM, INC.

Agen

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 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2015  
 Ticker: AMZN  
 ISIN: US0231351067  
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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: JUDITH A. MCGRATH	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1H.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1J.	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 PROXY ACCESS FOR SHAREHOLDERS	Shr	For
4.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL	Shr	Against

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### CONTRIBUTIONS

5.	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORTING	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING HUMAN RIGHTS RISKS	Shr	Against

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 AMERICAN EXPRESS COMPANY

Agen

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 Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2015  
 Ticker: AXP  
 ISIN: US0258161092  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B.	ELECTION OF DIRECTOR: URSULA BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: KENNETH CHENAULT	Mgmt	For
1D.	ELECTION OF DIRECTOR: PETER CHERNIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANNE LAUVERGEON	Mgmt	For
1F.	ELECTION OF DIRECTOR: MICHAEL LEAVITT	Mgmt	For
1G.	ELECTION OF DIRECTOR: THEODORE LEONSIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD LEVIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: SAMUEL PALMISANO	Mgmt	For
1J.	ELECTION OF DIRECTOR: DANIEL VASELLA	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROBERT WALTER	Mgmt	For
1L.	ELECTION OF DIRECTOR: RONALD WILLIAMS	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA.	Shr	Against
5.	SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS.	Shr	Against

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6.	SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT.	Shr	For
7.	SHAREHOLDER PROPOSAL RELATING TO LOBBYING DISCLOSURE.	Shr	Against
8.	SHAREHOLDER PROPOSAL RELATING TO INDEPENDENT BOARD CHAIRMAN.	Shr	Against

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ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 12-May-2015  
 Ticker: APC  
 ISIN: US0325111070

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANTHONY R. CHASE	Mgmt	For
1B.	ELECTION OF DIRECTOR KEVIN P. CHILTON	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: JOSEPH W. GORDER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	For
1H.	ELECTION OF DIRECTOR: MARK C. MCKINLEY	Mgmt	For
1I.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Mgmt	For
1J.	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 - PROXY ACCESS.	Shr	For
5.	STOCKHOLDER PROPOSAL - REPORT ON CARBON RISK.	Shr	Against

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APPLE INC.

Agen

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Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2015  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: TIM COOK	Mgmt	For
1B.	ELECTION OF DIRECTOR: AL GORE	Mgmt	For
1C.	ELECTION OF DIRECTOR: BOB IGER	Mgmt	For
1D.	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
1E.	ELECTION OF DIRECTOR: ART LEVINSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: RON SUGAR	Mgmt	For
1G.	ELECTION OF DIRECTOR: SUE WAGNER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	Mgmt	For
3.	AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	Against
4.	THE AMENDMENT OF THE APPLE INC. EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
5.	A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH ENTITLED "RISK REPORT"	Shr	Against
6.	A SHAREHOLDER PROPOSAL BY MR. JAMES MCRITCHIE AND MR. JOHN HARRINGTON ENTITLED "PROXY ACCESS FOR SHAREHOLDERS"	Shr	For

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 06-May-2015  
 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

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1C.	ELECTION OF DIRECTOR: JACK O. BOVENDER, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: PIERRE J.P. DE WECK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ARNOLD W. DONALD	Mgmt	For
1G.	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1H.	ELECTION OF DIRECTOR: LINDA P. HUDSON	Mgmt	For
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.	APPROVING OUR EXECUTIVE COMPENSATION (AN ADVISORY, NON-BINDING "SAY ON PAY" RESOLUTION)	Mgmt	For
3.	RATIFYING THE APPOINTMENT OF OUR REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2015	Mgmt	For
4.	APPROVING THE AMENDMENT AND RESTATEMENT OF THE BANK OF AMERICA CORPORATION 2003 KEY ASSOCIATE STOCK PLAN	Mgmt	For
5.	STOCKHOLDER PROPOSAL - CLIMATE CHANGE REPORT	Shr	Against
6.	STOCKHOLDER PROPOSAL - LOBBYING REPORT	Shr	Against
7.	STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION BY WRITTEN CONSENT	Shr	For
8.	STOCKHOLDER PROPOSAL - STOCKHOLDER VALUE COMMITTEE	Shr	Against

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 C.H. ROBINSON WORLDWIDE, INC.

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 Agen

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 Security: 12541W209  
 Meeting Type: Annual  
 Meeting Date: 07-May-2015  
 Ticker: CHRW  
 ISIN: US12541W2098  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SCOTT P. ANDERSON	Mgmt	For



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1B.	ELECTION OF DIRECTOR: ROBERT EZRILOV	Mgmt	For
1C.	ELECTION OF DIRECTOR: WAYNE M. FORTUN	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARY J. STEELE GUILFOILE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JODEE A. KOZLAK	Mgmt	For
1F.	ELECTION OF DIRECTOR: REBECCA KOENIG ROLOFF	Mgmt	For
1G.	ELECTION OF DIRECTOR: BRIAN P. SHORT	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES B. STAKE	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN P. WIEHOFF	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO APPROVE THE C.H. ROBINSON WORLDWIDE, INC. 2015 NON-EQUITY INCENTIVE PLAN.	Mgmt	For
4.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.	Mgmt	For

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 CELGENE CORPORATION

Agen

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 Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2015  
 Ticker: CELG  
 ISIN: US1510201049  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	ROBERT J. HUGIN	Mgmt	For
	R.W. BARKER, D. PHIL.	Mgmt	For
	MICHAEL W. BONNEY	Mgmt	For
	MICHAEL D. CASEY	Mgmt	For
	CARRIE S. COX	Mgmt	For
	MICHAEL A. FRIEDMAN, MD	Mgmt	For
	GILLA S. KAPLAN, PH.D.	Mgmt	For
	JAMES J. LOUGHLIN	Mgmt	For
	ERNEST MARIO, PH.D.	Mgmt	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, 2015.	Mgmt	For

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3.	APPROVAL OF AN 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	Against

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CERNER CORPORATION

Agen

Security: 156782104  
 Meeting Type: Annual  
 Meeting Date: 22-May-2015  
 Ticker: CERN  
 ISIN: US1567821046

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MITCHELL E. DANIELS, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: CLIFFORD W. ILLIG	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM B. NEAVES	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF CERNER CORPORATION FOR 2015.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE CERNER CORPORATION PERFORMANCE-BASED COMPENSATION PLAN.	Mgmt	For
5.	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE CERNER CORPORATION 2011 OMNIBUS EQUITY INCENTIVE PLAN.	Mgmt	For

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COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2015  
 Ticker: CMCSA  
 ISIN: US20030N1019

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS JOHNATHAN A. RODGERS DR. JUDITH RODIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
3.	APPROVAL OF OUR 2006 CASH BONUS PLAN	Mgmt	For
4.	TO PROVIDE AN ANNUAL REPORT ON LOBBYING ACTIVITIES	Shr	Against
5.	TO PROHIBIT ACCELERATED VESTING UPON A CHANGE OF CONTROL	Shr	For
6.	TO PROVIDE EACH SHARE AN EQUAL VOTE	Shr	For

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 CONSTELLATION BRANDS, INC.

Agen

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 Security: 21036P108  
 Meeting Type: Annual  
 Meeting Date: 23-Jul-2014  
 Ticker: STZ  
 ISIN: US21036P1084  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JERRY FOWDEN BARRY A. FROMBERG ROBERT L. HANSON JEANANNE K. HAUSWALD JAMES A. LOCKE III RICHARD SANDS ROBERT SANDS JUDY A. SCHMELING KEITH E. WANDELL MARK ZUPAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld For For For For For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR	Mgmt	For

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ENDING FEBRUARY 28, 2015.

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| 3. | PROPOSAL TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |
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CORNING INCORPORATED

Agen

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Security: 219350105  
Meeting Type: Annual  
Meeting Date: 30-Apr-2015  
Ticker: GLW  
ISIN: US2193501051  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DONALD W. BLAIR	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHANIE A. BURNS	Mgmt	Against
1C.	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.	Mgmt	Against
1F.	ELECTION OF DIRECTOR: JAMES B. FLAWS	Mgmt	For
1G.	ELECTION OF DIRECTOR: DEBORAH A. HENRETTA	Mgmt	For
1H.	ELECTION OF DIRECTOR: DANIEL P. HUTTENLOCHER	Mgmt	For
1I.	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	For
1J.	ELECTION OF DIRECTOR: KEVIN J. MARTIN	Mgmt	For
1K.	ELECTION OF DIRECTOR: DEBORAH D. RIEMAN	Mgmt	For
1L.	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
1M.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1N.	ELECTION OF DIRECTOR: MARK S. WRIGHTON	Mgmt	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

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4. HOLY LAND PRINCIPLES SHAREHOLDER PROPOSAL. Shr Against

COSTCO WHOLESALE CORPORATION Agen

Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2015  
 Ticker: COST  
 ISIN: US22160K1051

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JEFFREY H. BROTMAN DANIEL J. EVANS RICHARD A. GALANTI JEFFREY S. RAIKES JAMES D. SINEGAL	Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld Withheld
2.	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	TO AMEND AND RESTATE THE COMPANY'S SIXTH RESTATED STOCK INCENTIVE PLAN.	Mgmt	Against
5A.	TO AMEND THE ARTICLES OF INCORPORATION TO REDUCE VOTING STANDARD FOR REMOVAL OF DIRECTORS.	Mgmt	For
5B.	TO AMEND THE ARTICLES OF INCORPORATION TO REDUCE VOTING STANDARD FOR AMENDING THE ARTICLE DEALING WITH REMOVAL OF DIRECTORS FOR CAUSE.	Mgmt	For
6.	SHAREHOLDER PROPOSAL TO REGULATE DIRECTOR TENURE.	Shr	Against

COVIDIEN PLC Agen

Security: G2554F113  
 Meeting Type: Special  
 Meeting Date: 06-Jan-2015  
 Ticker: COV  
 ISIN: IE00B68SQD29

Prop.#	Proposal	Proposal Type	Proposal Vote
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1.	APPROVAL OF THE SCHEME OF ARRANGEMENT.	Mgmt	For
2.	CANCELLATION OF COVIDIEN SHARES PURSUANT TO THE SCHEME OF ARRANGEMENT.	Mgmt	For
3.	DIRECTORS' AUTHORITY TO ALLOT SECURITIES AND APPLICATION OF RESERVES.	Mgmt	For
4.	AMENDMENT TO ARTICLES OF ASSOCIATION.	Mgmt	For
5.	CREATION OF DISTRIBUTABLE RESERVES OF NEW MEDTRONIC.	Mgmt	For
6.	APPROVAL ON AN ADVISORY BASIS OF SPECIFIED COMPENSATORY ARRANGEMENTS BETWEEN COVIDIEN AND ITS NAMED EXECUTIVE OFFICERS.	Mgmt	For

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 COVIDIEN PLC

Agen

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 Security: G2554F105  
 Meeting Type: Special  
 Meeting Date: 06-Jan-2015  
 Ticker:  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO APPROVE THE SCHEME OF ARRANGEMENT.	Mgmt	For

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 CREDIT SUISSE GROUP AG, ZUERICH

Agen

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 Security: H3698D419  
 Meeting Type: AGM  
 Meeting Date: 24-Apr-2015  
 Ticker:  
 ISIN: CH0012138530

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. IT IS A MARKET REQUIREMENT FOR MEETINGS OF THIS TYPE THAT THE SHARES ARE REGISTERED AND MOVED TO A REGISTERED LOCATION AT THE CSD, AND SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A	Non-Voting	

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MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. THEREFORE WHILST THIS DOES NOT PREVENT THE TRADING OF SHARES, ANY THAT ARE REGISTERED MUST BE FIRST DEREGISTERED IF REQUIRED FOR SETTLEMENT. DEREGISTRATION CAN AFFECT THE VOTING RIGHTS OF THOSE SHARES. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE

1.1	PRESENTATION OF THE 2014 ANNUAL REPORT, THE PARENT COMPANY'S 2014 FINANCIAL STATEMENTS, THE GROUP'S 2014 CONSOLIDATED FINANCIAL STATEMENTS, THE CORRESPONDING AUDITORS' REPORTS, AND THE 2014 COMPENSATION REPORT	Non-Voting	
1.2	CONSULTATIVE VOTE ON THE 2014 COMPENSATION REPORT	Mgmt	Against
1.3	APPROVAL OF THE 2014 ANNUAL REPORT, THE PARENT COMPANY'S 2014 FINANCIAL STATEMENTS, AND THE GROUP'S 2014 CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
2	DISCHARGE OF THE ACTS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD	Mgmt	For
3.1	RESOLUTION ON THE APPROPRIATION OF RETAINED EARNINGS	Mgmt	For
3.2	RESOLUTION ON THE DISTRIBUTION AGAINST RESERVES FROM CAPITAL CONTRIBUTIONS IN THE FORM OF EITHER A SCRIP DIVIDEND OR A CASH DISTRIBUTION: THE BOARD OF DIRECTORS PROPOSES THE DISTRIBUTION OF CHF 0.70 PER REGISTERED SHARE AGAINST RESERVES FROM CAPITAL CONTRIBUTIONS IN THE FORM OF EITHER A SCRIP DIVIDEND, A CASH DISTRIBUTION OR A COMBINATION THEREOF: - DELIVERY OF NEW REGISTERED SHARES OF CREDIT SUISSE GROUP AG, EACH WITH A PAR VALUE OF CHF 0.04; OR - CASH DISTRIBUTION IN THE AMOUNT OF CHF 0.70 PER REGISTERED SHARE PURSUANT TO THE TERMS AND CONDITIONS SET FORTH IN THE DOCUMENT SHAREHOLDER INFORMATION - SUMMARY DOCUMENT	Mgmt	For
4.1	APPROVAL OF THE COMPENSATION OF THE BOARD OF DIRECTORS	Mgmt	For
4.2	APPROVAL OF THE COMPENSATION OF THE EXECUTIVE BOARD	Mgmt	For
5	INCREASE AND EXTENSION OF AUTHORIZED CAPITAL	Mgmt	For
6.1.1	RE-ELECTION OF URS ROHNER AS MEMBER AND CHAIRMAN OF THE BOARD OF DIRECTORS	Mgmt	For
6.1.2	RE-ELECTION OF JASSIM BIN HAMAD J.J. AL THANI AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For

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6.1.3	RE-ELECTION OF IRIS BOHNET AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.1.4	RE-ELECTION OF NOREEN DOYLE AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.1.5	RE-ELECTION OF ANDREAS KOOPMANN AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.1.6	RE-ELECTION OF JEAN LANIER AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.1.7	RE-ELECTION OF KAI NARGOLWALA AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.1.8	RE-ELECTION OF SEVERIN SCHWAN AS MEMBER TO THE BOARD OF DIRECTORS	Mgmt	For
6.1.9	RE-ELECTION OF RICHARD E. THORNBURGH AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.110	RE-ELECTION OF SEBASTIAN THRUN AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.111	RE-ELECTION OF JOHN TINER AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.112	ELECTION OF SERAINA MAAG AS MEMBER OF THE BOARD OF DIRECTORS	Mgmt	For
6.2.1	RE-ELECTION OF IRIS BOHNET AS MEMBER OF THE COMPENSATION COMMITTEE	Mgmt	For
6.2.2	RE-ELECTION OF ANDREAS KOOPMANN AS MEMBER OF THE COMPENSATION COMMITTEE	Mgmt	For
6.2.3	RE-ELECTION OF JEAN LANIER AS MEMBER OF THE COMPENSATION COMMITTEE	Mgmt	For
6.2.4	RE-ELECTION OF KAI NARGOLWALA AS MEMBER OF THE COMPENSATION COMMITTEE	Mgmt	For
6.3	ELECTION OF THE INDEPENDENT AUDITORS: KPMG AG, ZURICH	Mgmt	For
6.4	ELECTION OF THE SPECIAL AUDITORS: BDO AG, ZURICH	Mgmt	For
6.5	ELECTION OF THE INDEPENDENT PROXY: ATTORNEY-AT-LAW LIC. IUR. ANDREAS G. KELLER	Mgmt	For
III	IF, AT THE ANNUAL GENERAL MEETING, SHAREHOLDERS OR THE BOARD OF DIRECTORS PUT FORWARD ANY ADDITIONAL PROPOSALS OR AMENDMENTS TO PROPOSALS ALREADY SET OUT IN THE PUBLISHED AGENDA OR ANY PROPOSALS UNDER ART. 700 PARA. 3 OF THE SWISS CODE OF OBLIGATIONS, I HEREBY AUTHORIZE THE INDEPENDENT PROXY TO VOTE ON SUCH PROPOSALS AS FOLLOWS: VOTE IN FAVOR OF THESE PROPOSALS/RECOMMENDATIONS OF THE BOARD OF DIRECTORS (YES), VOTE IN FAVOR OF THESE	Mgmt	Against



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PROPOSALS BY SHAREHOLDERS (NO), VOTE  
AGAINST THESE PROPOSALS (ABSTAIN)

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CVS HEALTH CORPORATION

Agen

Security: 126650100  
Meeting Type: Annual  
Meeting Date: 07-May-2015  
Ticker: CVS  
ISIN: US1266501006  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD M. BRACKEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALECIA A. DECOUDREAUX	Mgmt	For
1D.	ELECTION OF DIRECTOR: NANCY-ANN M. DEPARLE	Mgmt	For
1E.	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ANNE M. FINUCANE	Mgmt	For
1G.	ELECTION OF DIRECTOR: LARRY J. MERLO	Mgmt	For
1H.	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
1K.	ELECTION OF DIRECTOR: TONY L. WHITE	Mgmt	For
2.	PROPOSAL TO RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2015.	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	PROPOSAL TO APPROVE PERFORMANCE CRITERIA IN THE COMPANY'S 2010 INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REGARDING CONGRUENCY OF CORPORATE VALUES AND POLITICAL CONTRIBUTIONS.	Shr	Against

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DANAHER CORPORATION

Agen

Security: 235851102  
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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 07-May-2015  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1B.	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1C.	ELECTION OF DIRECTOR: THOMAS P. JOYCE, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For
1E.	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: MITCHELL P. RALES	Mgmt	For
1G.	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
1J.	ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2015.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURE POLICIES AND DIRECT AND INDIRECT POLITICAL EXPENDITURES.	Shr	Against

### DEERE & COMPANY

Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2015  
 Ticker: DE  
 ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For

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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: MICHAEL O. JOHANNIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1J.	ELECTION OF DIRECTOR: GREGORY R. PAGE	Mgmt	For
1K.	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
1L.	ELECTION OF DIRECTOR: SHERRY M. SMITH	Mgmt	For
2.	APPROVAL OF BYLAW AMENDMENT TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
4.	AMENDMENT TO THE JOHN DEERE OMNIBUS EQUITY AND INCENTIVE PLAN	Mgmt	For
5.	RE-APPROVAL OF THE JOHN DEERE SHORT-TERM INCENTIVE BONUS PLAN	Mgmt	For
6.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2015	Mgmt	For

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 DEVON ENERGY CORPORATION

Agen

Security: 25179M103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2015  
 Ticker: DVN  
 ISIN: US25179M1036

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	BARBARA M. BAUMANN	Mgmt	For
	JOHN E. BETHANCOURT	Mgmt	For
	ROBERT H. HENRY	Mgmt	For
	MICHAEL M. KANOVSKY	Mgmt	For
	ROBERT A. MOSBACHER, JR	Mgmt	For
	J. LARRY NICHOLS	Mgmt	For

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	DUANE C. RADTKE	Mgmt	For
	MARY P. RICCIARDELLO	Mgmt	For
	JOHN RICHEL	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITORS FOR 2015.	Mgmt	For
4.	ADOPTION OF THE DEVON ENERGY CORPORATION 2015 LONG-TERM INCENTIVE PLAN.	Mgmt	For
5.	ADOPTION OF PROXY ACCESS BYLAW.	Shr	For
6.	REPORT ON LOBBYING ACTIVITIES RELATED TO ENERGY POLICY AND CLIMATE CHANGE.	Shr	Against
7.	REPORT DISCLOSING LOBBYING POLICY AND ACTIVITY.	Shr	Against
8.	REPORT ON PLANS TO ADDRESS CLIMATE CHANGE.	Shr	Against

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DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2015  
 Ticker: DFS  
 ISIN: US2547091080

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1C.	ELECTION OF DIRECTOR: GREGORY C. CASE	Mgmt	For
1D.	ELECTION OF DIRECTOR: CANDACE H. DUNCAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1G.	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Mgmt	For
1H.	ELECTION OF DIRECTOR: MICHAEL H. MOSKOW	Mgmt	For
1I.	ELECTION OF DIRECTOR: DAVID W. NELMS	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARK A. THIERER	Mgmt	For
1K.	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE	Mgmt	For

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### OFFICER COMPENSATION.

3.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
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#### DOLLAR GENERAL CORPORATION

Agen

Security: 256677105  
 Meeting Type: Annual  
 Meeting Date: 27-May-2015  
 Ticker: DG  
 ISIN: US2566771059

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WARREN F. BRYANT	Mgmt	For
1B.	ELECTION OF DIRECTOR: MICHAEL M. CALBERT	Mgmt	For
1C.	ELECTION OF DIRECTOR: SANDRA B. COCHRAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD W. DREILING	Mgmt	For
1E.	ELECTION OF DIRECTOR: PATRICIA D. FILI-KRUSHEL	Mgmt	For
1F.	ELECTION OF DIRECTOR: PAULA A. PRICE	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM C. RHODES, III	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAVID B. RICKARD	Mgmt	For
2.	TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2015.	Mgmt	For

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#### EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2015  
 Ticker: EMR  
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR A.F. GOLDEN*	Mgmt	For

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	W.R. JOHNSON*	Mgmt	For
	C. KENDLE*	Mgmt	For
	J.S. TURLEY*	Mgmt	For
	A.A. BUSCH III#	Mgmt	For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF THE EMERSON ELECTRIC CO. 2015 INCENTIVE SHARES PLAN.	Mgmt	For
4.	RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. ANNUAL INCENTIVE PLAN.	Mgmt	For
5.	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
6.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against
7.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A POLITICAL CONTRIBUTIONS REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against
8.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A LOBBYING REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

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EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 27-May-2015  
 Ticker: XOM  
 ISIN: US30231G1022

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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
	D.R. OBERHELMAN	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	S.S. REINEMUND	Mgmt	For
	R.W. TILLERSON	Mgmt	For
	W.C. WELDON	Mgmt	For

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2.	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 60)	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 61)	Mgmt	For
4.	INDEPENDENT CHAIRMAN (PAGE 63)	Shr	For
5.	PROXY ACCESS BYLAW (PAGE 64)	Shr	For
6.	CLIMATE EXPERT ON BOARD (PAGE 66)	Shr	Against
7.	BOARD QUOTA FOR WOMEN (PAGE 67)	Shr	Against
8.	REPORT ON COMPENSATION FOR WOMEN (PAGE 68)	Shr	Against
9.	REPORT ON LOBBYING (PAGE 69)	Shr	Against
10.	GREENHOUSE GAS EMISSIONS GOALS (PAGE 70)	Shr	Against
11.	REPORT ON HYDRAULIC FRACTURING (PAGE 72)	Shr	Against

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FACEBOOK INC.

Agen

Security: 30303M102  
Meeting Type: Annual  
Meeting Date: 11-Jun-2015  
Ticker: FB  
ISIN: US30303M1027

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARC L. ANDREESSEN ERSKINE B. BOWLES S.D. DESMOND-HELLMANN REED HASTINGS JAN KOUM SHERYL K. SANDBERG PETER A. THIEL MARK ZUCKERBERG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld Withheld For Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015	Mgmt	For
3.	TO RE-APPROVE THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, SECTION 162(M) LIMITS OF OUR 2012 EQUITY INCENTIVE PLAN TO PRESERVE OUR ABILITY TO RECEIVE CORPORATE INCOME TAX DEDUCTIONS THAT MAY BECOME AVAILABLE PURSUANT TO SECTION 162(M)	Mgmt	Against
4.	A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING	Shr	For

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5.	A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT	Shr	Against
6.	A STOCKHOLDER PROPOSAL REGARDING A HUMAN RIGHTS RISK ASSESSMENT	Shr	Against

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 GENERAL ELECTRIC COMPANY

Agen

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 Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2015  
 Ticker: GE  
 ISIN: US3696041033  
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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: SUSAN J. HOCKFIELD	Mgmt	For
A7	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A8	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A12	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
A13	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Mgmt	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Mgmt	For
B2	RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2015	Mgmt	For
C1	CUMULATIVE VOTING	Shr	Against



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C2	WRITTEN CONSENT	Shr	Against
C3	ONE DIRECTOR FROM RANKS OF RETIREES	Shr	Against
C4	HOLY LAND PRINCIPLES	Shr	Against
C5	LIMIT EQUITY VESTING UPON CHANGE IN CONTROL	Shr	For

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 GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 06-May-2015  
 Ticker: GILD  
 ISIN: US3755581036

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN F. COGAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ETIENNE F. DAVIGNON	Mgmt	For
1C.	ELECTION OF DIRECTOR: CARLA A. HILLS	Mgmt	For
1D.	ELECTION OF DIRECTOR: KEVIN E. LOFTON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN W. MADIGAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN C. MARTIN	Mgmt	For
1G.	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD J. WHITLEY	Mgmt	For
1I.	ELECTION OF DIRECTOR: GAYLE E. WILSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: PER WOLD-OLSEN	Mgmt	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 FISCAL YEAR ENDING DECEMBER 31, 2015.	Mgmt	For
3.	TO APPROVE AN AMENDMENT AND RESTATEMENT TO GILEAD'S EMPLOYEE STOCK PURCHASE PLAN AND INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
4.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.	Mgmt	For
5.	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING,	Shr	For

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REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.

- |    |  |     |         |
|----|--|-----|---------|
| 6. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.        | Shr | For     |
| 7. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT GILEAD ISSUE AN ANNUAL SUSTAINABILITY REPORT.   | Shr | Against |
| 8. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD REPORT ON CERTAIN RISKS TO GILEAD FROM RISING PRESSURE TO CONTAIN U.S. SPECIALTY DRUG PRICES. | Shr | Against |

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HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Special  
 Meeting Date: 27-Mar-2015  
 Ticker: HAL  
 ISIN: US4062161017

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | PROPOSAL APPROVING THE ISSUANCE OF SHARES OF HALLIBURTON COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER (AS IT MAY BE AMENDED FROM TIME TO TIME), DATED AS OF NOVEMBER 16, 2014, AMONG HALLIBURTON COMPANY, RED TIGER LLC AND BAKER HUGHES INCORPORATED. | Mgmt          | For           |
| 2.     | PROPOSAL ADJOURNING THE SPECIAL MEETING, IF NECESSARY OR ADVISABLE, TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ISSUANCE OF SHARES DESCRIBED IN THE FOREGOING PROPOSAL.        | Mgmt          | For           |

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HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2015  
 Ticker: HAL

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

ISIN: US4062161017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.F. AL KHAYYAL	Mgmt	For
1B	ELECTION OF DIRECTOR: A.M. BENNETT	Mgmt	For
1C	ELECTION OF DIRECTOR: J.R. BOYD	Mgmt	For
1D	ELECTION OF DIRECTOR: M. CARROLL	Mgmt	For
1E	ELECTION OF DIRECTOR: N.K. DICCIANI	Mgmt	For
1F	ELECTION OF DIRECTOR: M.S. GERBER	Mgmt	For
1G	ELECTION OF DIRECTOR: J.C. GRUBISICH	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: J.A. MILLER	Mgmt	For
1L	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	Against
4.	PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN.	Mgmt	For
5.	PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For

JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2015  
 Ticker: JNJ  
 ISIN: US4781601046

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For

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

1B.	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN E.L. DAVIS	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALEX GORSKY	Mgmt	For
1E.	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARK B. MCCLELLAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1H.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1J.	ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Mgmt	For
1K.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	Mgmt	For
4.	SHAREHOLDER PROPOSAL - COMMON SENSE POLICY REGARDING OVEREXTENDED DIRECTORS	Shr	Against
5.	SHAREHOLDER PROPOSAL - ALIGNMENT BETWEEN CORPORATE VALUES AND POLITICAL CONTRIBUTIONS	Shr	Against
6.	SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	For

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 JPMORGAN CHASE & CO.

Agen

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 Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 19-May-2015  
 Ticker: JPM  
 ISIN: US46625H1005  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LINDA B. BAMMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For
1C.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For

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

1F.	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Mgmt	For
1H.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL A. NEAL	Mgmt	For
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4.	APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN	Mgmt	For
5.	INDEPENDENT BOARD CHAIRMAN - REQUIRE AN INDEPENDENT CHAIR	Shr	Against
6.	LOBBYING - REPORT ON POLICIES, PROCEDURES AND EXPENDITURES	Shr	Against
7.	SPECIAL SHAREOWNER MEETINGS - REDUCE OWNERSHIP THRESHOLD FROM 20% TO 10%	Shr	For
8.	HOW VOTES ARE COUNTED - COUNT VOTES USING ONLY FOR AND AGAINST	Shr	Against
9.	ACCELERATED VESTING PROVISIONS - REPORT NAMES OF SENIOR EXECUTIVES AND VALUE OF EQUITY AWARDS THAT WOULD VEST IF THEY RESIGN TO ENTER GOVERNMENT SERVICE	Shr	For
10.	CLAWBACK DISCLOSURE POLICY - DISCLOSE WHETHER THE FIRM RECOUPED ANY INCENTIVE COMPENSATION FROM SENIOR EXECUTIVES	Shr	For

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LIONS GATE ENTERTAINMENT CORP.

Agen

Security: 535919203  
Meeting Type: Annual and Special  
Meeting Date: 09-Sep-2014  
Ticker: LGF  
ISIN: CA5359192039

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MICHAEL BURNS GORDON CRAWFORD ARTHUR EVRENSEL	Mgmt Mgmt Mgmt	For For For

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

	JON FELTHEIMER	Mgmt	For
	FRANK GIUSTRA	Mgmt	For
	MORLEY KOFFMAN	Mgmt	For
	HARALD LUDWIG	Mgmt	For
	G. SCOTT PATERSON	Mgmt	For
	MARK H. RACHESKY, M.D.	Mgmt	For
	DARYL SIMM	Mgmt	For
	HARDWICK SIMMONS	Mgmt	For
	PHYLLIS YAFFE	Mgmt	For
02	PROPOSAL TO REAPPOINT ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING MARCH 31, 2015.	Mgmt	For
03	PROPOSAL TO CONDUCT AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
04	PROPOSAL TO APPROVE AMENDMENTS TO THE LIONS GATE ENTERTAINMENT CORP. 2012 PERFORMANCE INCENTIVE PLAN.	Mgmt	For
05	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.	Mgmt	Against

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 LIVE NATION ENTERTAINMENT, INC.

Agen

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 Security: 538034109  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2015  
 Ticker: LYV  
 ISIN: US5380341090  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARK CARLETON	Mgmt	Against
1B.	ELECTION OF DIRECTOR: JONATHAN DOLGEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: ARIEL EMANUEL	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT TED ENLOE, III	Mgmt	Against
1E.	ELECTION OF DIRECTOR: JEFFREY T. HINSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES IOVINE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARGARET "PEGGY" JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES S. KAHAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: GREGORY B. MAFFEI	Mgmt	Against
1J.	ELECTION OF DIRECTOR: RANDALL T. MAYS	Mgmt	For

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

1K.	ELECTION OF DIRECTOR: MICHAEL RAPINO	Mgmt	For
1L.	ELECTION OF DIRECTOR: MARK S. SHAPIRO	Mgmt	Against
2.	ADOPTION OF THE LIVE NATION ENTERTAINMENT, INC. 2006 ANNUAL INCENTIVE PLAN, AS AMENDED AND RESTATED AS OF MARCH 19, 2015.	Mgmt	For
3.	ADOPTION OF THE LIVE NATION ENTERTAINMENT, INC. 2005 STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED AS OF MARCH 19, 2015.	Mgmt	Against
4.	ADVISORY VOTE ON THE COMPENSATION OF LIVE NATION ENTERTAINMENT NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS LIVE NATION ENTERTAINMENT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2015 FISCAL YEAR.	Mgmt	For

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 MERCK & CO., INC.

Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 26-May-2015  
 Ticker: MRK  
 ISIN: US58933Y1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: THOMAS R. CECH	Mgmt	For
1C.	ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Mgmt	For
1D.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Mgmt	For
1J.	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1L.	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For

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2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Mgmt	For
4.	PROPOSAL TO AMEND AND RESTATE THE 2010 INCENTIVE STOCK PLAN.	Mgmt	For
5.	PROPOSAL TO AMEND AND RESTATE THE EXECUTIVE INCENTIVE PLAN.	Mgmt	For
6.	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.	Shr	For
7.	SHAREHOLDER PROPOSAL CONCERNING ACCELERATED VESTING OF EQUITY AWARDS.	Shr	For

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MICROSOFT CORPORATION

Agen

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Security: 594918104  
Meeting Type: Annual  
Meeting Date: 03-Dec-2014  
Ticker: MSFT  
ISIN: US5949181045  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
1C.	ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Mgmt	For
1D.	ELECTION OF DIRECTOR: G. MASON MORFIT	Mgmt	For
1E.	ELECTION OF DIRECTOR: SATYA NADELLA	Mgmt	For
1F.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
1G.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN W. STANTON	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	Against
3.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2015	Mgmt	For



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

4.	SHAREHOLDER PROPOSAL - PROXY ACCESS FOR SHAREHOLDERS	Shr	Against
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MOHAWK INDUSTRIES, INC.

Agen

Security: 608190104  
 Meeting Type: Annual  
 Meeting Date: 21-May-2015  
 Ticker: MHK  
 ISIN: US6081901042

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MR. BRUCKMANN MR. DE COCK MR. ONORATO	Mgmt Mgmt Mgmt	For For For
2.	THE RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION, AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS.	Mgmt	For

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MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2015  
 Ticker: MDLZ  
 ISIN: US6092071058

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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: JOSEPH NEUBAUER	Mgmt	For

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1G.	ELECTION OF DIRECTOR: NELSON PELTZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Mgmt	For
1I.	ELECTION OF DIRECTOR: IRENE B. ROSENFELD	Mgmt	For
1J.	ELECTION OF DIRECTOR: PATRICK T. SIEWERT	Mgmt	For
1K.	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
1L.	ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2015.	Mgmt	For
4.	SHAREHOLDER PROPOSAL: REPORT ON PACKAGING.	Shr	Against

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MONSANTO COMPANY

Agen-----

Security: 61166W101  
Meeting Type: Annual  
Meeting Date: 30-Jan-2015  
Ticker: MON  
ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Mgmt	For
1B.	ELECTION OF DIRECTOR: JANICE L. FIELDS	Mgmt	For
1C.	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	For
1D.	ELECTION OF DIRECTOR: LAURA K. IPSEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: MARCOS M. LUTZ	Mgmt	For
1F.	ELECTION OF DIRECTOR: C. STEVEN MCMILLAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM U. PARFET	Mgmt	For
1H.	ELECTION OF DIRECTOR: GEORGE H. POSTE, PH.D., D.V.M.	Mgmt	For
1I.	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2015.	Mgmt	For

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3.	ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREOWNER PROPOSAL: LOBBYING REPORT.	Shr	Against
5.	SHAREOWNER PROPOSAL: SHAREOWNER PROXY ACCESS.	Shr	Against
6.	SHAREOWNER PROPOSAL: INDEPENDENT BOARD CHAIRMAN.	Shr	Against

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 NEXTERA ENERGY, INC.

Agen

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 Security: 65339F101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2015  
 Ticker: NEE  
 ISIN: US65339F1012  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHERRY S. BARRAT	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT M. BEALL, II	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES L. CAMAREN	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH B. DUNN	Mgmt	For
1E.	ELECTION OF DIRECTOR: NAREN K. GURSAHANEY	Mgmt	For
1F.	ELECTION OF DIRECTOR: KIRK S. HACHIGIAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: TONI JENNINGS	Mgmt	For
1H.	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES L. ROBO	Mgmt	For
1J.	ELECTION OF DIRECTOR: RUDY E. SCHUPP	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOHN L. SKOLDS	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
1M.	ELECTION OF DIRECTOR: HANSEL E. TOOKES, II	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	Mgmt	For
3.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For

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4.	APPROVAL OF AMENDMENT TO ARTICLE IV OF THE RESTATED ARTICLES OF INCORPORATION (THE "CHARTER") TO ELIMINATE SUPERMAJORITY VOTE REQUIREMENT FOR SHAREHOLDER REMOVAL OF A DIRECTOR	Mgmt	For
5.	APPROVAL OF AMENDMENT TO ELIMINATE ARTICLE VI OF THE CHARTER, WHICH INCLUDES SUPERMAJORITY VOTE REQUIREMENTS REGARDING BUSINESS COMBINATIONS WITH INTERESTED SHAREHOLDERS	Mgmt	For
6.	APPROVAL OF AMENDMENT TO ARTICLE VII OF THE CHARTER TO ELIMINATE THE SUPERMAJORITY VOTE REQUIREMENT, AND PROVIDE THAT THE VOTE REQUIRED IS A MAJORITY OF OUTSTANDING SHARES, FOR SHAREHOLDER APPROVAL OF CERTAIN AMENDMENTS TO THE CHARTER, ANY AMENDMENTS TO THE BYLAWS OR THE ADOPTION OF ANY NEW BYLAWS AND ELIMINATE AN EXCEPTION TO THE REQUIRED VOTE	Mgmt	For
7.	APPROVAL OF AMENDMENT TO ARTICLE IV OF THE CHARTER TO ELIMINATE THE "FOR CAUSE" REQUIREMENT FOR SHAREHOLDER REMOVAL OF A DIRECTOR	Mgmt	For
8.	APPROVAL OF AMENDMENT TO ARTICLE V OF THE CHARTER TO LOWER THE MINIMUM SHARE OWNERSHIP THRESHOLD FOR SHAREHOLDERS TO CALL A SPECIAL MEETING OF SHAREHOLDERS FROM A MAJORITY TO 20% OF OUTSTANDING SHARES	Mgmt	Against
9.	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTION DISCLOSURE - REQUIRE SEMIANNUAL REPORT DISCLOSING POLITICAL CONTRIBUTION POLICIES AND EXPENDITURES	Shr	Against
10.	SHAREHOLDER PROPOSAL - SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO CALL A SPECIAL MEETING OF SHAREHOLDERS TO 10% OF OUTSTANDING SHARES	Shr	For

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 NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 18-Sep-2014  
 Ticker: NKE  
 ISIN: US6541061031  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER	Mgmt Mgmt	For For

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

	MICHELLE A. PELUSO	Mgmt	For
	PHYLLIS M. WISE	Mgmt	For
2.	TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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 NXP SEMICONDUCTORS NV.

Agen

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 Security: N6596X109  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2015  
 Ticker: NXPI  
 ISIN: NL0009538784  
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Prop.#	Proposal	Proposal Type	Proposal Vote
2C.	ADOPTION OF THE 2014 STATUTORY ANNUAL ACCOUNTS	Mgmt	For
2D.	GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR RESPONSIBILITIES IN THE FINANCIAL YEAR 2014	Mgmt	For
3A.	PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
3B.	PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AND NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
3C.	PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
3D.	PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
3E.	PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
3F.	PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
3G.	PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
3H.	PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS	Mgmt	For

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NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015			
3I.	PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR EFFECT FROM JUNE 2, 2015	Mgmt	For
3J.	PROPOSAL TO APPOINT DR. RICK TSAI AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015	Mgmt	For
4A.	AUTHORIZATION OF THE BOARD OF DIRECTORS TO ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE SHARES	Mgmt	For
4B.	AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESTRICT OR EXCLUDE PRE-EMPTION RIGHTS	Mgmt	For
5.	AUTHORIZATION OF THE BOARD OF DIRECTORS TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL	Mgmt	For
6.	AUTHORIZATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL	Mgmt	For
7.	RE-APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS THE COMPANY'S EXTERNAL AUDITOR	Mgmt	For

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 OCCIDENTAL PETROLEUM CORPORATION

Agen

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 Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 01-May-2015  
 Ticker: OXY  
 ISIN: US6745991058  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	For
1B.	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Mgmt	For
1C.	ELECTION OF DIRECTOR: EUGENE L. BATCHELDER	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: WILLIAM R. KLESSE	Mgmt	For
1I.	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: ELISSE B. WALTER	Mgmt	For

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2.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
3.	APPROVAL OF THE OCCIDENTAL PETROLEUM CORPORATION 2015 LONG-TERM INCENTIVE PLAN	Mgmt	For
4.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
5.	RECOVERY OF UNEARNED MANAGEMENT BONUSES	Shr	For
6.	PROXY ACCESS	Shr	For
7.	METHANE EMISSIONS AND FLARING	Shr	Against
8.	REVIEW LOBBYING AT FEDERAL, STATE, LOCAL LEVELS	Shr	Against

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PERRIGO COMPANY PLC

Agen

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Security: G97822103  
Meeting Type: Annual  
Meeting Date: 04-Nov-2014  
Ticker: PRGO  
ISIN: IE00BGH1M568  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LAURIE BRLAS	Mgmt	For
1B.	ELECTION OF DIRECTOR: GARY M. COHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACQUALYN A. FOUSE	Mgmt	For
1D.	ELECTION OF DIRECTOR: DAVID T. GIBBONS	Mgmt	Against
1E.	ELECTION OF DIRECTOR: RAN GOTTFRIED	Mgmt	For
1F.	ELECTION OF DIRECTOR: ELLEN R. HOFFING	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL J. JANDERNOA	Mgmt	Against
1H.	ELECTION OF DIRECTOR: GARY K. KUNKLE, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: HERMAN MORRIS, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: DONAL O'CONNOR	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOSEPH C. PAPA	Mgmt	For
2.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR FISCAL YEAR 2015	Mgmt	For
3.	AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	Mgmt	For

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4.	AUTHORIZE PERRIGO COMPANY PLC AND/OR ANY SUBSIDIARY OF PERRIGO COMPANY PLC TO MAKE MARKET PURCHASES OF PERRIGO COMPANY PLC'S ORDINARY SHARES	Mgmt	For
5.	DETERMINE THE REISSUE PRICE RANGE FOR PERRIGO COMPANY PLC TREASURY SHARES	Mgmt	For
6.	APPROVE THE CREATION OF DISTRIBUTABLE RESERVES BY REDUCING SOME OR ALL OF PERRIGO COMPANY PLC'S SHARE PREMIUM	Mgmt	For

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 QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 09-Mar-2015  
 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: HARISH MANWANI	Mgmt	For
1I.	ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF	Mgmt	For
1J.	ELECTION OF DIRECTOR: DUANE A. NELLES	Mgmt	For
1K.	ELECTION OF DIRECTOR: CLARK T. RANDT, JR.	Mgmt	For
1L.	ELECTION OF DIRECTOR: FRANCISCO ROS	Mgmt	For
1M.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1N.	ELECTION OF DIRECTOR: BRENT SCOWCROFT	Mgmt	For
1O.	ELECTION OF DIRECTOR: MARC I. STERN	Mgmt	For
2.	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR	Mgmt	For



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INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR  
FISCAL YEAR ENDING SEPTEMBER 27, 2015.

- |    |  |      |         |
|----|--|------|---------|
| 3. | TO APPROVE AN AMENDMENT TO THE 2001 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE BY 25,000,000 SHARES. | Mgmt | For     |
| 4. | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.   | Mgmt | Against |

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ROPER TECHNOLOGIES, INC. Agen

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Security: 776696106  
Meeting Type: Annual  
Meeting Date: 29-May-2015  
Ticker: ROP  
ISIN: US7766961061

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- | Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 1.     | DIRECTOR<br>AMY WOODS BRINKLEY<br>ROBERT D. JOHNSON<br>ROBERT E. KNOWLING, JR.<br>WILBUR J. PREZZANO<br>LAURA G. THATCHER<br>RICHARD F. WALLMAN<br>CHRISTOPHER WRIGHT | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO CONSIDER, ON A NON-BINDING, ADVISORY BASIS, A RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt   | For   |
| 3.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED ACCOUNTING FIRM OF THE COMPANY.   | Mgmt   | For   |
| 4.     | TO CONSIDER A STOCKHOLDER PROPOSAL; IF PROPERLY PRESENTED AT THE ANNUAL MEETING.  | Shr  | For   |

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SAP SE, WALLDORF/BADEN Agen

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Security: D66992104  
Meeting Type: AGM  
Meeting Date: 20-May-2015  
Ticker:  
ISIN: DE0007164600

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

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	Type	
<p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p>	Non-Voting	
<p>PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 29 APRIL 2015, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE-1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.</p>	Non-Voting	
<p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 05 MAY 2015. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.</p>	Non-Voting	
<p>1. PRESENTATION OF THE ADOPTED ANNUAL FINANCIAL STATEMENTS AND THE APPROVED GROUP ANNUAL FINANCIAL STATEMENTS, THE COMBINED MANAGEMENT REPORT AND GROUP MANAGEMENT REPORT OF SAP SE, INCLUDING THE EXECUTIVE BOARD'S EXPLANATORY NOTES RELATING TO THE INFORMATION PROVIDED PURSUANT TO SECTIONS 289 (4) AND (5) AND 315 (4) OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH; "HGB"), AND THE SUPERVISORY BOARD'S REPORT, EACH FOR FISCAL YEAR 2014</p>	Non-Voting	
<p>2. RESOLUTION ON THE APPROPRIATION OF THE RETAINED EARNINGS OF FISCAL YEAR 2014: DIVIDENDS OF EUR 1.10 PER SHARE</p>	Mgmt	For
<p>3. RESOLUTION ON THE FORMAL APPROVAL OF THE ACTS OF THE EXECUTIVE BOARD IN FISCAL YEAR 2014</p>	Mgmt	For
<p>4. RESOLUTION ON THE FORMAL APPROVAL OF THE ACTS OF THE SUPERVISORY BOARD IN FISCAL YEAR 2014</p>	Mgmt	For

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5.	APPOINTMENT OF THE AUDITORS OF THE FINANCIAL STATEMENTS AND GROUP ANNUAL FINANCIAL STATEMENTS FOR FISCAL YEAR 2015: KPMG AG	Mgmt	For
6.1	RESOLUTION ON THE CANCELLATION OF THE EXISTING AUTHORIZED CAPITAL I AND THE CREATION OF NEW AUTHORIZED CAPITAL I FOR THE ISSUANCE OF SHARES AGAINST CONTRIBUTIONS IN CASH, WITH THE OPTION TO EXCLUDE THE SHAREHOLDERS' SUBSCRIPTION RIGHTS (IN RESPECT OF FRACTIONAL SHARES ONLY), AND ON THE CORRESPONDING AMENDMENT OF SECTION 4 (5) OF THE ARTICLES OF INCORPORATION	Mgmt	For
6.2	RESOLUTION ON THE CANCELLATION OF THE EXISTING AUTHORIZED CAPITAL II AND THE CREATION OF NEW AUTHORIZED CAPITAL II FOR THE ISSUANCE OF SHARES AGAINST CONTRIBUTIONS IN CASH OR IN KIND, WITH THE OPTION TO EXCLUDE THE SHAREHOLDERS' SUBSCRIPTION RIGHTS, AND ON THE CORRESPONDING AMENDMENT OF SECTION 4 (6) OF THE ARTICLES OF INCORPORATION	Mgmt	For
7.	RESOLUTION ON THE AMENDMENT OF THE SUPERVISORY BOARD REMUNERATION AND THE CORRESPONDING AMENDMENT OF SECTION 16 OF THE ARTICLES OF INCORPORATION	Mgmt	For

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 SEMPRA ENERGY

Agen

Security: 816851109  
 Meeting Type: Annual  
 Meeting Date: 13-May-2015  
 Ticker: SRE  
 ISIN: US8168511090

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: KATHLEEN L. BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: PABLO A. FERRERO	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM D. JONES	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Mgmt	For
1G.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For

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1H.	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Mgmt	For
1J.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1K.	ELECTION OF DIRECTOR: JACK T. TAYLOR	Mgmt	For
1L.	ELECTION OF DIRECTOR: LUIS M. TELLEZ	Mgmt	For
1M.	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.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against

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SIMON PROPERTY GROUP, INC.

Agen

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Security: 828806109  
Meeting Type: Annual  
Meeting Date: 14-May-2015  
Ticker: SPG  
ISIN: US8288061091  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MELVYN E. BERGSTEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Mgmt	For
1C.	ELECTION OF DIRECTOR: KAREN N. HORN, PH.D.	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALLAN HUBBARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: REUBEN S. LEIBOWITZ	Mgmt	For
1F.	ELECTION OF DIRECTOR: DANIEL C. SMITH, PH.D.	Mgmt	For
1G.	ELECTION OF DIRECTOR: J. ALBERT SMITH, JR.	Mgmt	For
2.	ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	STOCKHOLDER PROPOSAL	Shr	Against

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T-MOBILE US, INC.

Agen

Security: 872590104  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2015  
 Ticker: TMUS  
 ISIN: US8725901040

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR W. MICHAEL BARNES THOMAS DANNENFELDT SRIKANT M. DATAR LAWRENCE H. GUFFEY TIMOTHEUS HOTTGES BRUNO JACOBFEUERBORN RAPHAEL KUBLER THORSTEN LANGHEIM JOHN J. LEGERE TERESA A. TAYLOR KELVIN R. WESTBROOK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld For Withheld Withheld Withheld Withheld Withheld Withheld Withheld For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015.	Mgmt	For
3.	PROPOSAL TO APPROVE THE T-MOBILE US, INC. 2014 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
4.	STOCKHOLDER PROPOSAL RELATED TO HUMAN RIGHTS RISK ASSESSMENT.	Shr	Against
5.	STOCKHOLDER PROPOSAL RELATED TO PROXY ACCESS.	Shr	For

THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2015  
 Ticker: HSY  
 ISIN: US4278661081

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR P.M. ARWAY J.P. BILBREY	Mgmt Mgmt	For For

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R.F. CAVANAUGH	Mgmt	For
C.A. DAVIS	Mgmt	For
M.K. HABEN	Mgmt	For
R.M. MALCOLM	Mgmt	For
J.M. MEAD	Mgmt	For
J.E. NEVELS	Mgmt	For
A.J. PALMER	Mgmt	For
T.J. RIDGE	Mgmt	For
D.L. SHEDLARZ	Mgmt	For
2. RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2015.	Mgmt	For
3. APPROVE NAMED EXECUTIVE OFFICER COMPENSATION ON A NON-BINDING ADVISORY BASIS.	Mgmt	For

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THE PNC FINANCIAL SERVICES GROUP, INC.

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Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2015  
 Ticker: PNC  
 ISIN: US6934751057

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1B.	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARJORIE RODGERS CHESHIRE	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1I.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1K.	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L.	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M.	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS	Mgmt	For

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

PNC'S INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR 2015.

- |    |  |      |     |
|----|--|------|-----|
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
|----|--|------|-----|

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THE TJX COMPANIES, INC. Agen

Security: 872540109  
Meeting Type: Annual  
Meeting Date: 11-Jun-2015  
Ticker: TJX  
ISIN: US8725401090

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ZEIN ABDALLA	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOSE B. ALVAREZ	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: DAVID T. CHING	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL F. HINES	Mgmt	For
1F.	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1G.	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLOW B. SHIRE	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2016.	Mgmt	For
3.	SAY ON PAY: ADVISORY APPROVAL OF TJX'S EXECUTIVE COMPENSATION.	Mgmt	For

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THE WALT DISNEY COMPANY Agen

Security: 254687106  
Meeting Type: Annual  
Meeting Date: 12-Mar-2015  
Ticker: DIS  
ISIN: US2546871060

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

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: JACK DORSEY	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 2015.	Mgmt	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO INDEPENDENT BOARD CHAIRMAN.	Shr	For
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EXECUTIVE PAY.	Shr	For

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 TWITTER, INC.

Agen

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 Security: 90184L102  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2015  
 Ticker: TWTR  
 ISIN: US90184L1026  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DAVID ROSENBLATT EVAN WILLIAMS	Mgmt Mgmt	Withheld For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
3.	RATIFICATION OF THE APPOINTMENT OF	Mgmt	For



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PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM FOR THE FISCAL YEAR ENDING DECEMBER  
31, 2015.

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UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271  
Meeting Type: AGM  
Meeting Date: 29-Apr-2015  
Ticker:  
ISIN: NL0000009355  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DISCUSSION OF THE ANNUAL REPORT AND ACCOUNTS FOR THE 2014 FINANCIAL YEAR	Non-Voting	
2	APPROVE FINANCIAL STATEMENTS AND ALLOCATION OF INCOME	Mgmt	For
3	APPROVE DISCHARGE OF EXECUTIVE BOARD MEMBERS	Mgmt	For
4	APPROVE DISCHARGE OF NON-EXECUTIVE BOARD MEMBERS	Mgmt	For
5	RE-ELECT P.G.J.M. POLMAN AS EXECUTIVE DIRECTOR	Mgmt	For
6	RE-ELECT R.J-M.S HUET AS EXECUTIVE DIRECTOR	Mgmt	For
7	RE-ELECT L.M. CHA AS NON-EXECUTIVE DIRECTOR	Mgmt	For
8	RE-ELECT L.O. FRESCO AS NON-EXECUTIVE DIRECTOR	Mgmt	For
9	RE-ELECT A.M. FUDGE AS NON-EXECUTIVE DIRECTOR	Mgmt	For
10	ELECT M.MA AS NON-EXECUTIVE DIRECTOR	Mgmt	For
11	RE-ELECT H. NYASULU AS NON-EXECUTIVE DIRECTOR	Mgmt	For
12	RE-ELECT J. RISHTON AS NON-EXECUTIVE DIRECTOR	Mgmt	For
13	RE-ELECT F. SIJBESMA AS NON-EXECUTIVE DIRECTOR	Mgmt	For
14	RE-ELECT M. TRESCHOW AS NON-EXECUTIVE DIRECTOR	Mgmt	For
15	ELECT N.S. ANDERSEN AS NON-EXECUTIVE DIRECTOR	Mgmt	For

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16	ELECT V. COLAO AS NON-EXECUTIVE DIRECTOR	Mgmt	For
17	ELECT J. HARTMANN AS NON-EXECUTIVE DIRECTOR	Mgmt	For
18	RATIFY KPMG AS AUDITORS	Mgmt	For
19	GRANT BOARD AUTHORITY TO ISSUE SHARES UP TO 10 PERCENT OF ISSUED CAPITAL PLUS ADDITIONAL 10 PERCENT IN CASE OF TAKEOVER/MERGER AND RESTRICTING/EXCLUDING PREEMPTIVE RIGHTS	Mgmt	For
20	AUTHORIZE REPURCHASE OF UP TO 10 PERCENT OF ISSUED SHARE CAPITAL	Mgmt	For
21	APPROVE CANCELLATION OF REPURCHASED SHARES	Mgmt	For
22	CLOSE MEETING	Non-Voting	

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 UNITED TECHNOLOGIES CORPORATION

Agen

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 Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2015  
 Ticker: UTX  
 ISIN: US9130171096  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1B.	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1C.	ELECTION OF DIRECTOR: GREGORY J. HAYES	Mgmt	For
1D.	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1E.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARSHALL O. LARSEN	Mgmt	For
1G.	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1J.	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1K.	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
2.	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2015.	Mgmt	For

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3.	AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
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VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2015  
 Ticker: VZ  
 ISIN: US92343V1044

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARK T. BERTOLINI	Mgmt	For
1C.	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1D.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1F.	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1G.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For
1J.	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Mgmt	For
1K.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	NETWORK NEUTRALITY REPORT	Shr	Against
5.	POLITICAL SPENDING REPORT	Shr	Against
6.	SEVERANCE APPROVAL POLICY	Shr	For
7.	STOCK RETENTION POLICY	Shr	For
8.	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For

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

VISA INC.

Agen

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 Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 28-Jan-2015  
 Ticker: V  
 ISIN: US92826C8394  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	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: CHARLES W. SCHARF	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For
2.	APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO FACILITATE STOCK SPLITS.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	APPROVAL OF THE VISA INC. EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5A.	APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: EXITING OUR CORE PAYMENT BUSINESS	Mgmt	For
5B.	APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: FUTURE AMENDMENTS TO SECTIONS OF THE CERTIFICATE OF INCORPORATION	Mgmt	For

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| 5C. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: APPROVAL OF EXCEPTIONS TO TRANSFER RESTRICTIONS                   | Mgmt | For |
| 5D. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: REMOVAL OF DIRECTORS FROM OFFICE                                  | Mgmt | For |
| 5E. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: FUTURE AMENDMENTS TO THE ADVANCE NOTICE PROVISIONS IN THE BY-LAWS | Mgmt | For |
| 6.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015   | Mgmt | For |

\* Management position unknown

### SIGNATURES

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

(Registrant)	Eaton Vance Tax-Managed Diversified Equity Income Fund
By (Signature)	/s/ Michael A. Allison
Name	Michael A. Allison
Title	President
Date	08/07/2015