

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 28, 2006

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: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

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

NAME AND ADDRESS OF AGENT FOR SERVICE: Alan R. Dynner, Esq.  
255 State Street  
Boston, MA 02109

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2005 - 06/30/2006

Eaton Vance Enhanced Equity Income Fund II

ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 28-Apr-2006  
Ticker: ABT  
ISIN:

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	R.S. ROBERTS	Mgmt	For
	W.D. SMITHBURG	Mgmt	For
	J.R. WALTER	Mgmt	For
	M.D. WHITE	Mgmt	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS.	Mgmt	For
03	SHAREHOLDER PROPOSAL - PAY-FOR-SUPERIOR-PERFORMANCE	Shr	For
04	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS	Shr	Against
05	SHAREHOLDER PROPOSAL - THE ROLES OF CHAIR AND CEO .	Shr	For

---

ALBERTO-CULVER COMPANY

Agen

Security: 013068101  
 Meeting Type: Annual  
 Meeting Date: 26-Jan-2006  
 Ticker: ACV  
 ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CAROL L. BERNICK JIM EDGAR LEONARD H. LAVIN ROBERT H. ROCK	Mgmt Mgmt Mgmt Mgmt	For For For For

---

ALCOA INC.

Agen

Security: 013817101  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2006  
 Ticker: AA  
 ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR KATHRYN S. FULLER JUDITH M. GUERON ERNESTO ZEDILLO	Mgmt Mgmt Mgmt	For For For
02	PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 ALTRIA GROUP, INC.

Agen

Security: 02209S103  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2006  
 Ticker: MO  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ELIZABETH E. BAILEY HAROLD BROWN MATHIS CABIALLAVETTA LOUIS C. CAMILLERI J. DUDLEY FISHBURN ROBERT E. R. HUNTLEY THOMAS W. JONES GEORGE MUNOZ LUCIO A. NOTO JOHN S. REED STEPHEN M. WOLF	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL 1 - REQUESTING INDEPENDENT BOARD CHAIRMAN	Shr	Against
04	STOCKHOLDER PROPOSAL 2 - REQUESTING COMMITMENT TO GLOBAL HUMAN RIGHTS STANDARDS	Shr	Against
05	STOCKHOLDER PROPOSAL 3 - SEEKING TO ADDRESS HEALTH HAZARDS FOR AFRICAN AMERICANS ASSOCIATED WITH SMOKING MENTHOL CIGARETTES	Shr	Against
06	STOCKHOLDER PROPOSAL 4 - SEEKING TO EXTEND NEW YORK FIRE-SAFE PRODUCTS GLOBALLY	Shr	Against
07	STOCKHOLDER PROPOSAL 5 - REQUESTING ADOPTION OF ANIMAL WELFARE POLICY	Shr	Against
08	STOCKHOLDER PROPOSAL 6 - REQUESTING SUPPORT FOR LAWS AT ALL LEVELS COMBATING USE OF TOBACCO	Shr	Against
09	STOCKHOLDER PROPOSAL 7 - SEEKING TO FACILITATE MEDICAL EFFORTS TO DISSUADE SECONDHAND SMOKE	Shr	Against

-----  
 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2006  
 Ticker: AXP  
 ISIN:

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN P.R. DOLAN V.E. JORDAN, JR. J. LESCHLY R.A. MCGINN E.D. MILLER F.P. POPOFF R.D. WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.	Mgmt	For
03	A SHAREHOLDER PROPOSAL RELATING TO STOCK OPTIONS.	Shr	Against
04	A SHAREHOLDER PROPOSAL RELATING TO MAJORITY VOTING FOR DIRECTORS.	Shr	For
05	A SHAREHOLDER PROPOSAL RELATING TO THE COMPANY S EMPLOYMENT POLICIES.	Shr	Against
06	A SHAREHOLDER PROPOSAL RELATING TO REIMBURSEMENT OF EXPENSES FOR CERTAIN SHAREHOLDER-NOMINATED DIRECTOR CANDIDATES.	Shr	Against

AMGEN INC.

Agen

Security: 031162100  
Meeting Type: Annual  
Meeting Date: 10-May-2006  
Ticker: AMGN  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MR. FREDERICK W. GLUCK ADM. J. PAUL REASON DR. DONALD B. RICE MR. LEONARD D SCHAEFFER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

3A	STOCKHOLDER PROPOSAL #1 (STOCK RETENTION GUIDELINES).	Shr	For
3B	STOCKHOLDER PROPOSAL #2 (EXECUTIVE COMPENSATION).	Shr	Against
3C	STOCKHOLDER PROPOSAL #3 (SHAREHOLDER RIGHTS PLANS).	Shr	For
3D	STOCKHOLDER PROPOSAL #4 (ANIMAL WELFARE POLICY).	Shr	Against
3E	STOCKHOLDER PROPOSAL #5 (MAJORITY ELECTIONS).	Shr	For
3F	STOCKHOLDER PROPOSAL #6 (CORPORATE POLITICAL CONTRIBUTIONS).	Shr	For

---

ANALOG DEVICES, INC.

Agen

Security: 032654105  
 Meeting Type: Annual  
 Meeting Date: 14-Mar-2006  
 Ticker: ADI  
 ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES A. CHAMPY KENTON J. SICCHITANO LESTER C. THUROW	Mgmt Mgmt Mgmt	Withheld For For
02	TO APPROVE THE COMPANY S 2006 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 28, 2006.	Mgmt	For
04	SHAREHOLDER PROPOSAL TO INITIATE THE APPROPRIATE PROCESS TO AMEND THE COMPANY S GOVERNANCE DOCUMENTS (CERTIFICATE OF INCORPORATION OR BYLAWS) TO PROVIDE THAT DIRECTOR NOMINEES SHALL BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT AN ANNUAL MEETING OF SHAREHOLDERS.	Shr	For

---

BECKMAN COULTER, INC.

Agen

Security: 075811109  
 Meeting Type: Annual  
 Meeting Date: 12-Apr-2006  
 Ticker: BEC  
 ISIN:

---

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PETER B. DERVAN, PH.D. SCOTT GARRETT R.J. LAVIZZO-MOUREY, MD GLENN S. SCHAFFER	Mgmt Mgmt Mgmt Mgmt	For For For For

-----  
 BJ'S WHOLESALE CLUB, INC.

Agem

-----  
 Security: 05548J106  
 Meeting Type: Annual  
 Meeting Date: 25-May-2006  
 Ticker: BJ  
 ISIN:  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BERT N. MITCHELL HELEN FRAME PETERS MICHAEL T. WEDGE	Mgmt Mgmt Mgmt	For For For
02	SHAREHOLDER PROPOSAL REGARDING THE ELECTION OF DIRECTORS BY MAJORITY OF VOTES CAST AT AN ANNUAL MEETING.	Shr	For
03	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS, LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 3, 2007.	Mgmt	For

-----  
 BORGWARNER INC.

Agem

-----  
 Security: 099724106  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2006  
 Ticker: BWA  
 ISIN:  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PHYLLIS O. BONANNO ALEXIS P. MICHAS RICHARD O. SCHAUM THOMAS T. STALLKAMP	Mgmt Mgmt Mgmt Mgmt	For For For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

02	TO VOTE UPON A PROPOSAL TO APPROVE THE AMENDMENT TO THE BORGWARNER INC. 2004 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2006.	Mgmt	For

-----

CAREMARK RX, INC.

-----

Agen

Security: 141705103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2006  
 Ticker: CMX  
 ISIN:

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. DAVID BROWN II HARRIS DIAMOND C.A. LANCE PICCOLO MICHAEL D. WARE	Mgmt Mgmt Mgmt Mgmt	For For For For
02	STOCKHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS	Shr	Against

-----

CARNIVAL CORPORATION

-----

Agen

Security: 143658300  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2006  
 Ticker: CCL  
 ISIN:

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MICKY ARISON AMB RICHARD G. CAPEN JR ROBERT H. DICKINSON ARNOLD W. DONALD PIER LUIGI FOSCHI HOWARD S. FRANK RICHARD J. GLASIER BARONESS HOGG A. KIRK LANTERMAN MODESTO A. MAIDIQUE SIR JOHN PARKER PETER G. RATCLIFFE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	STUART SUBOTNICK	Mgmt	For
	UZI ZUCKER	Mgmt	For
02	TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION.	Mgmt	For
03	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE TO THE REMUNERATION OF THE INDEPENDENT AUDITORS.	Mgmt	For
04	TO RECEIVE THE ACCOUNTS AND REPORTS FOR CARNIVAL PLC FOR THE FINANCIAL YEAR ENDED NOVEMBER 30, 2005.	Mgmt	For
05	TO APPROVE THE DIRECTORS REMUNERATION REPORT OF CARNIVAL PLC.	Mgmt	For
06	TO APPROVE LIMITS ON THE AUTHORITY TO ALLOT SHARES BY CARNIVAL PLC.	Mgmt	For
07	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS FOR CARNIVAL PLC.	Mgmt	For
08	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.	Mgmt	For

-----  
 CDW CORPORATION

Agen

-----  
 Security: 12512N105  
 Meeting Type: Annual  
 Meeting Date: 17-May-2006  
 Ticker: CDWC  
 ISIN:  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MICHELLE L. COLLINS CASEY G. COWELL JOHN A. EDWARDSON DANIEL S. GOLDIN THOMAS J. HANSEN DONALD P. JACOBS STEPHAN A. JAMES MICHAEL P. KRASNY TERRY L. LENGFELDER SUSAN D. WELLINGTON BRIAN E. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS CDW S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

03	APPROVAL OF THE CDW 2006 STOCK INCENTIVE PLAN	Mgmt	For
04	APPROVAL OF AN AMENDMENT TO THE CDW EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For

-----  
 CENTURYTEL, INC. Agen

-----  
 Security: 156700106  
 Meeting Type: Annual  
 Meeting Date: 11-May-2006  
 Ticker: CTL  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRED R. NICHOLS HARVEY P. PERRY JIM D. REPPOND JOSEPH R. ZIMMEL	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITOR FOR 2006.	Mgmt	For

-----  
 CHECKFREE CORPORATION Agen

-----  
 Security: 162813109  
 Meeting Type: Annual  
 Meeting Date: 02-Nov-2005  
 Ticker: CKFR  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM P. BOARDMAN JAMES D. DIXON	Mgmt Mgmt	For For

-----  
 CHESAPEAKE ENERGY CORPORATION Agen

-----  
 Security: 165167107  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2006  
 Ticker: CHK  
 ISIN:

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD K. DAVIDSON BREENE M. KERR CHARLES T. MAXWELL	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE CHESAPEAKE ENERGY CORPORATION LONG TERM INCENTIVE PLAN.	Mgmt	For

CINTAS CORPORATION

Agen

Security: 172908105  
Meeting Type: Annual  
Meeting Date: 18-Oct-2005  
Ticker: CTAS  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD T. FARMER ROBERT J. KOHLHEPP SCOTT D. FARMER PAUL R. CARTER GERALD V. DIRVIN ROBERT J. HERBOLD JOYCE HERGENHAN ROGER L. HOWE DAVID C. PHILLIPS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	APPROVAL OF THE 2005 EQUITY COMPENSATION PLAN.	Mgmt	For
03	RATIFICATION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2006.	Mgmt	For
04	PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF CINTAS.	Shr	Against
05	PROPOSAL TO ADOPT A POLICY THAT THE DIRECTOR NOMINEES BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT THE ANNUAL MEETING OF SHAREHOLDERS.	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 CISCO SYSTEMS, INC.

Agen

-----  
 Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2005  
 Ticker: CSCO  
 ISIN:  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CAROL A. BARTZ M. MICHELE BURNS LARRY R. CARTER JOHN T. CHAMBERS DR. JOHN L. HENNESSY RICHARD M. KOVACEVICH RODERICK C. MCGEARY JAMES C. MORGAN JOHN P. MORGRIDGE STEVEN M. WEST JERRY YANG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	TO APPROVE THE ADOPTION OF THE 2005 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 29, 2006.	Mgmt	For
04	PROPOSAL SUBMITTED BY A SHAREHOLDER URGING THE BOARD OF DIRECTORS TO ADOPT A POLICY THAT A SIGNIFICANT PORTION OF FUTURE EQUITY COMPENSATION GRANTS TO SENIOR EXECUTIVES SHALL BE SHARES OF STOCK THAT REQUIRE THE ACHIEVEMENT OF PERFORMANCE GOALS AS A PREREQUISITE TO VESTING, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against
05	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THAT THE BOARD S COMPENSATION COMMITTEE INITIATE A REVIEW OF CISCO S EXECUTIVE COMPENSATION POLICIES AND TO MAKE AVAILABLE, UPON REQUEST, A REPORT OF THAT REVIEW BY JANUARY 1, 2006, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against
06	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PREPARE A REPORT TO SHAREHOLDERS DESCRIBING THE PROGRESS TOWARD DEVELOPMENT AND IMPLEMENTATION OF A COMPANY HUMAN RIGHTS POLICY AND THE PLAN FOR IMPLEMENTATION WITH PARTNERS AND RESELLERS BY MAY 31, 2006, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 CITIGROUP INC.

Agen

-----  
 Security: 172967101  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2006  
 Ticker: C  
 ISIN:  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. MICHAEL ARMSTRONG ALAIN J.P. BELDA GEORGE DAVID KENNETH T. DERR JOHN M. DEUTCH R. HERNANDEZ RAMIREZ ANN DIBBLE JORDAN KLAUS KLEINFELD ANDREW N. LIVERIS DUDLEY C. MECUM ANNE MULCAHY RICHARD D. PARSONS CHARLES PRINCE JUDITH RODIN ROBERT E. RUBIN FRANKLIN A. THOMAS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Mgmt	For
03	PROPOSAL TO AMEND ARTICLE FOURTH OF THE RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	PROPOSAL TO AMEND ARTICLE EIGHTH OF THE RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
05	PROPOSAL TO AMEND ARTICLE NINTH OF THE RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
06	STOCKHOLDER PROPOSAL REQUESTING NO FUTURE NEW STOCK OPTION GRANTS AND NO RENEWAL OR REPRICING OF CURRENT STOCK OPTIONS.	Shr	Against
7	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
8	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON CHARITABLE CONTRIBUTIONS.	Shr	Against
9	STOCKHOLDER PROPOSAL REQUESTING THE ADOPTION OF A POLICY REGARDING PERFORMANCE-BASED EQUITY COMPENSATION FOR SENIOR EXECUTIVES.	Shr	For
10	STOCKHOLDER PROPOSAL REGARDING REIMBURSEMENT OF EXPENSES INCURRED BY A STOCKHOLDER IN A CONTESTED ELECTION OF DIRECTORS.	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

11	STOCKHOLDER PROPOSAL REQUESTING THAT THE CHAIRMAN OF THE BOARD HAVE NO MANAGEMENT DUTIES, TITLES OR RESPONSIBILITIES.	Shr	Against
12	STOCKHOLDER PROPOSAL REQUESTING THE RECOUPMENT OF MANAGEMENT BONUSES IN THE EVENT OF A RESTATEMENT OF EARNINGS.	Shr	Against

---

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 04-May-2006  
 Ticker: CL  
 ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR J.T. CAHILL J.K. CONWAY E.M. HANCOCK D.W. JOHNSON R.J. KOGAN D.E. LEWIS R. MARK J.P. REINHARD H.B. WENTZ, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF THE COMPANY S 2007 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS	Mgmt	For
04	STOCKHOLDER PROPOSAL ON INDEPENDENT CHAIRMAN	Shr	Against
05	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION	Shr	For

---

COMMERCE BANCORP, INC.

Agen

Security: 200519106  
 Meeting Type: Annual  
 Meeting Date: 16-May-2006  
 Ticker: CBH  
 ISIN:

---

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

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR VERNON W. HILL, II JACK R BERSHAD JOSEPH E. BUCKELEW DONALD T. DIFRANCESCO MORTON N. KERR STEVEN M. LEWIS JOHN K. LLOYD GEORGE E. NORCROSS, III DANIEL J. RAGONE WILLIAM A. SCHWARTZ, JR JOSEPH T. TARQUINI, JR. JOSEPH S. VASSALLUZZO	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	THE RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS MORE FULLY DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Mgmt	For

-----  
CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
Meeting Type: Annual  
Meeting Date: 01-May-2006  
Ticker: CY  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR T.J. RODGERS W. STEVE ALBRECHT ERIC A. BENHAMOU LLOYD CARNEY J. DANIEL MCCRANIE JAMES R. LONG EVERT VAN DE VEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2006.	Mgmt	For
03	PROPOSAL TO APPROVE THE AMENDED EMPLOYEE QUALIFIED STOCK PURCHASE PLAN.	Mgmt	For

-----  
DANAHER CORPORATION

Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 02-May-2006  
Ticker: DHR  
ISIN:

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MORTIMER M. CAPLIN DONALD J. EHRLICH LINDA P. HEFNER WALTER G. LOHR, JR.	Mgmt Mgmt Mgmt Mgmt	For For For Withheld
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

DAVITA INC.

Agen

Security: 23918K108  
Meeting Type: Annual  
Meeting Date: 15-May-2006  
Ticker: DVA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR NANCY-ANN DEPARLE RICHARD B. FONTAINE PETER T. GRAUER C. RAYMOND LARKIN, JR. JOHN M. NEHRA WILLIAM L. ROPER, M.D. KENT J. THIRY RICHARD C. VAUGHAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006.	Mgmt	For

DENTSPLY INTERNATIONAL INC.

Agen

Security: 249030107  
Meeting Type: Annual  
Meeting Date: 10-May-2006  
Ticker: XRAY  
ISIN:

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR WENDY L. DIXON LESLIE A. JONES GERALD K. KUNKLE, JR.	Mgmt Mgmt Mgmt	For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP, INDEPENDENT ACCOUNTANTS, TO AUDIT THE BOOKS AND ACCOUNTS OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

---

DIAMOND OFFSHORE DRILLING, INC.

Agen

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2006  
 Ticker: DO  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES S. TISCH LAWRENCE R. DICKERSON ALAN R. BATKIN CHARLES L. FABRIKANT PAUL G. GAFFNEY, II HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld For For For Withheld Withheld For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2006.	Mgmt	For

---

DOLLAR GENERAL CORPORATION

Agen

Security: 256669102  
 Meeting Type: Annual  
 Meeting Date: 31-May-2006  
 Ticker: DG  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DAVID L. BERE DENNIS C. BOTTORFF BARBARA L. BOWLES REGINALD D. DICKSON E. GORDON GEE	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	BARBARA M. KNUCKLES	Mgmt	For
	DAVID A. PERDUE	Mgmt	For
	J. NEAL PURCELL	Mgmt	For
	JAMES D. ROBBINS	Mgmt	For
	DAVID M. WILDS	Mgmt	For
02	APPROVAL OF AMENDMENTS TO THE DOLLAR GENERAL CORPORATION 1998 STOCK INCENTIVE PLAN	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For

-----

ECOLAB INC.

-----

Agen

Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2006  
 Ticker: ECL  
 ISIN:

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LESLIE S. BILLER JERRY A. GRUNDHOFER KASPER RORSTED JOHN J. ZILLMER	Mgmt Mgmt Mgmt Mgmt	For For For Withheld
02	RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----

EDWARDS LIFESCIENCES CORPORATION

-----

Agen

Security: 28176E108  
 Meeting Type: Annual  
 Meeting Date: 11-May-2006  
 Ticker: EW  
 ISIN:

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MIKE R. BOWLIN DR. BARBARA J. MCNEIL MICHAEL A. MUSSALLEM	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE LONG-TERM STOCK INCENTIVE COMPENSATION PROGRAM	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

03	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
----	--	------	-----

---

EMC CORPORATION

Agen

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 04-May-2006  
 Ticker: EMC  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GAIL DEEGAN OLLI-PEKKA KALLASVUO WINDLE B. PRIEM ALFRED M. ZEIEN	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS EMC S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO ELECTION OF DIRECTORS BY MAJORITY VOTE, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	For
04	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO PAY-FOR-SUPERIOR- PERFORMANCE, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	For
05	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO ANNUAL ELECTIONS OF DIRECTORS, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	For
06	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO EMC S AUDIT COMMITTEE, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	Against

---

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 07-Feb-2006  
 Ticker: EMR  
 ISIN:

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR A. A. BUSCH III A. F. GOLDEN V. R. LOUCKS, JR. J. B. MENZER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPROVAL OF THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	THE STOCKHOLDER PROPOSAL ON SEVERANCE AGREEMENTS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

---

ENDO PHARMACEUTICALS HOLDINGS INC.

Agen

Security: 29264F205  
 Meeting Type: Annual  
 Meeting Date: 30-May-2006  
 Ticker: ENDP  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CAROL A. AMMON JOHN J. DELUCCA MICHEL DE ROSEN MICHAEL HYATT ROGER H. KIMMEL PETER A. LANKAU C.A. MEANWELL, M.D. PHD J.T. O'DONNELL, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For Withheld For For For For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

---

FEDEX CORPORATION

Agen

Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 26-Sep-2005  
 Ticker: FDX  
 ISIN:

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

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR JAMES L. BARKSDALE AUGUST A. BUSCH IV JOHN A. EDWARDSON JUDITH L. ESTRIN J. KENNETH GLASS PHILIP GREER J.R. HYDE, III SHIRLEY A. JACKSON CHARLES T. MANATT FREDERICK W. SMITH JOSHUA I. SMITH PAUL S. WALSH PETER S. WILLMOTT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPROVAL OF AMENDMENT TO INCENTIVE STOCK PLAN TO INCREASE THE NUMBER OF SHARES ISSUABLE UNDER THE PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTING.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORT.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING FOR DIRECTOR ELECTIONS.	Shr	Against

-----  
FISHER SCIENTIFIC INTERNATIONAL INC.

-----  
Agen

Security: 338032204  
Meeting Type: Annual  
Meeting Date: 05-May-2006  
Ticker: FSH  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PAUL M. MONTRONE SIMON B. RICH SCOTT M. SPERLING	Mgmt Mgmt Mgmt	No vote No vote No vote
02	APPROVAL AND ADOPTION OF THE FISHER SCIENTIFIC EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	No vote
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY, FOR THE CURRENT FISCAL YEAR.	Mgmt	No vote

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2006  
 Ticker: GD  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR N.D. CHABRAJA J.S. CROWN W.P. FRICKS C.H. GOODMAN J.L. JOHNSON G.A. JOULWAN P.G. KAMINSKI J.M. KEANE D.J. LUCAS L.L. LYLES C.E. MUNDY, JR. R. WALMSLEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL WITH REGARD TO MAJORITY VOTE STANDARD FOR ELECTION OF DIRECTORS	Shr	For
04	SHAREHOLDER PROPOSAL WITH REGARD TO AUTOMATIC DISQUALIFICATION OF DIRECTORS WHO FAIL TO RECEIVE A MAJORITY OF AFFIRMATIVE VOTES CAST	Shr	For
05	SHAREHOLDER PROPOSAL WITH REGARD TO INDEPENDENT BOARD CHAIRMAN	Shr	Against
06	SHAREHOLDER PROPOSAL WITH REGARD TO CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against
07	SHAREHOLDER PROPOSAL WITH REGARD TO SUSTAINABILITY REPORT	Shr	Against

-----  
 GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 11-May-2006  
 Ticker: GOOG  
 ISIN:

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ARTHUR D. LEVINSON ANN MATHER MICHAEL MORITZ PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF GOOGLE INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO GOOGLE S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE 2004 STOCK PLAN FROM 13,431,660 TO 17,931,660.	Mgmt	Against
04	STOCKHOLDER PROPOSAL TO REQUEST THAT THE BOARD OF DIRECTORS TAKE THE STEPS THAT MAY BE NECESSARY TO ADOPT A RECAPITALIZATION PLAN THAT WOULD PROVIDE FOR ALL OF THE COMPANY S OUTSTANDING STOCK TO HAVE ONE VOTE PER SHARE.	Shr	For

---

HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Annual  
 Meeting Date: 17-May-2006  
 Ticker: HAL  
 ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR A.M. BENNETT J.R. BOYD R.L. CRANDALL K.T DERR S.M. GILLIS W.R. HOWELL R.L. HUNT D.J. LESAR J.L.MARTIN J.A. PRECOURT D.L. REED	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
03	PROPOSAL TO AMEND CERTIFICATE OF INCORPORATION.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

04	PROPOSAL ON SEVERANCE AGREEMENTS.	Mgmt	For
05	PROPOSAL ON HUMAN RIGHTS REVIEW.	Shr	Against
06	PROPOSAL ON DIRECTOR ELECTION VOTE THRESHOLD.	Shr	For
07	PROPOSAL ON POISON PILL.	Shr	Against

---

HARRAH'S ENTERTAINMENT, INC. Agen

Security: 413619107  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2006  
 Ticker: HET  
 ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHARLES L. ATWOOD R. BRAD MARTIN GARY G. MICHAEL	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF THE COMPANY S AMENDED AND RESTATED 2004 EQUITY INCENTIVE AWARD PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2006 CALENDAR YEAR.	Mgmt	For

---

HARRIS CORPORATION Agen

Security: 413875105  
 Meeting Type: Annual  
 Meeting Date: 28-Oct-2005  
 Ticker: HRS  
 ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LEWIS HAY III KAREN KATEN STEPHEN P. KAUFMAN HANSEL E. TOOKES II	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPROVAL OF THE HARRIS CORPORATION 2005 EQUITY INCENTIVE PLAN	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

03	APPROVAL OF THE HARRIS CORPORATION 2005 ANNUAL INCENTIVE PLAN	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For

-----

INCO LIMITED

-----

Agen

Security: 453258402  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2006  
 Ticker: N  
 ISIN:

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GLEN A. BARTON ANGUS A. BRUNEAU RONALD C. CAMBRE SCOTT M. HAND JANICE K. HENRY CHAVIVA M. HOSEK PETER C. JONES JOHN T. MAYBERRY FRANCIS MER DAVID P. O'BRIEN ROGER PHILLIPS RICHARD E. WAUGH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS.	Mgmt	For

-----

INTEL CORPORATION

-----

Agen

Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2006  
 Ticker: INTC  
 ISIN:

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRAIG R. BARRETT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1C	ELECTION OF DIRECTOR: E. JOHN P. BROWNE	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1D	ELECTION OF DIRECTOR: D. JAMES GUZY	Mgmt	For
1E	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	AMENDMENT OF THE SECOND RESTATED CERTIFICATE OF INCORPORATION ( CERTIFICATE OF INCORPORATION ) TO REPEAL ARTICLE 10 (THE FAIR PRICE PROVISION )	Mgmt	For
03	AMENDMENT OF THE CERTIFICATE OF INCORPORATION TO REPEAL ARTICLE 7 AND ARTICLE 12 (THE SUPERMAJORITY VOTE PROVISIONS )	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Mgmt	For
05	APPROVAL OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For
06	APPROVAL OF THE 2006 STOCK PURCHASE PLAN	Mgmt	For

-----  
INTERNATIONAL RECTIFIER CORPORATION  
-----

Agen

Security: 460254105  
Meeting Type: Annual  
Meeting Date: 21-Nov-2005  
Ticker: IRF  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALEXANDER LIDOW ROCHUS E. VOGT	Mgmt Mgmt	For For
02	AMENDMENT OF EMPLOYEE STOCK PURCHASE PLAN. TO APPROVE THE PROPOSED AMENDMENT AND RESTATEMENT OF THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
03	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY TO SERVE FOR FISCAL YEAR 2006.	Mgmt	For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 INTERSIL CORPORATION

Agen

-----  
 Security: 46069S109  
 Meeting Type: Annual  
 Meeting Date: 10-May-2006  
 Ticker: ISIL  
 ISIN:  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD M. BEYER DR. ROBERT W. CONN JAMES V. DILLER GARY E. GIST MERCEDES JOHNSON GREGORY LANG JAN PEETERS ROBERT N. POKELWALDT JAMES A. URRY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT, REGISTERED CERTIFIED PUBLIC ACCOUNTANTS.	Mgmt	For
03	INCREASE OF THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER OHE 1999 EQUITY COMPENSATION PLAN FROM 25,250,000 TO 36,250,000.	Mgmt	For

-----  
 IVAX CORPORATION

Agen

-----  
 Security: 465823102  
 Meeting Type: Annual  
 Meeting Date: 03-Aug-2005  
 Ticker: IVX  
 ISIN:  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BETTY G. AMOS MARK ANDREWS JACK FISHMAN PH.D. NEIL FLANZRAICH PHILLIP FROST M.D. JANE HSIAO PH.D. RICHARD M. KRASNO PH.D. DAVID A. LIEBERMAN RICHARD C. PFENNIGER JR BERTRAM PITT M.D. Z.P. ZACHARIAH M.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

JABIL CIRCUIT, INC.

Agen

Security: 466313103  
 Meeting Type: Annual  
 Meeting Date: 20-Jan-2006  
 Ticker: JBL  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LAURENCE S. GRAFSTEIN MEL S. LAVITT TIMOTHY L. MAIN WILLIAM D. MOREAN LAWRENCE J. MURPHY FRANK A. NEWMAN STEVEN A. RAYMUND THOMAS A. SANSONE KATHLEEN A. WALTERS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	TO APPROVE AMENDMENTS TO THE JABIL CIRCUIT, INC. 2002 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE THE JABIL CIRCUIT, INC. ANNUAL INCENTIVE PLAN	Mgmt	For
04	TO APPROVE AMENDMENTS TO THE JABIL CIRCUIT, INC. 2002 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
05	TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR JABIL.	Mgmt	For
06	WITH DISCRETIONARY AUTHORITY ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.	Mgmt	For

JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2006  
 Ticker: JNJ  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARY S. COLEMAN JAMES G. CULLEN	Mgmt Mgmt	For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	ROBERT J. DARRETTA	Mgmt	For
	MICHAEL M. E. JOHNS	Mgmt	For
	ANN D. JORDAN	Mgmt	For
	ARNOLD G. LANGBO	Mgmt	For
	SUSAN L. LINDQUIST	Mgmt	For
	LEO F. MULLIN	Mgmt	For
	CHRISTINE A. POON	Mgmt	For
	CHARLES PRINCE	Mgmt	For
	STEVEN S REINEMUND	Mgmt	For
	DAVID SATCHER	Mgmt	For
	WILLIAM C. WELDON	Mgmt	For
02	APPROVAL OF AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
04	PROPOSAL ON CHARITABLE CONTRIBUTIONS	Shr	Against
05	PROPOSAL ON MAJORITY VOTING REQUIREMENTS FOR DIRECTOR NOMINEES	Shr	For

---

### KELLOGG COMPANY

Agen

Security: 487836108  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2006  
 Ticker: K  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN T. DILLON JAMES M. JENNESS L. DANIEL JORNDT WILLIAM D. PEREZ	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF INDEPENDENT AUDITOR FOR 2006	Mgmt	For
03	APPROVAL OF THE KELLOGG COMPANY SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN	Mgmt	For
04	PREPARE SUSTAINABILITY REPORT	Shr	Against

---

### L-3 COMMUNICATIONS HOLDINGS, INC.

Agen

Security: 502424104  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2006

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: LLL  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PETER A. COHEN ROBERT B. MILLARD ARTHUR L. SIMON	Mgmt Mgmt Mgmt	No vote No vote No vote
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	No vote
03	APPROVAL OF AN AMENDMENT TO THE L-3 COMMUNICATIONS CORPORATION EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	No vote

LAMAR ADVERTISING COMPANY

Agen

Security: 512815101  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: LAMR  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN MAXWELL HAMILTON ROBERT M. JELENIC STEPHEN P. MUMBLOW THOMAS V. REIFENHEISER ANNA REILLY KEVIN P. REILLY, JR. WENDELL REILLY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	AMENDMENT OF THE 1996 EQUITY INCENTIVE PLAN.	Mgmt	Against

LEGG MASON, INC.

Agen

Security: 524901105  
Meeting Type: Annual  
Meeting Date: 19-Jul-2005  
Ticker: LM  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	DENNIS R. BERESFORD	Mgmt	For
	EDWARD I. O'BRIEN	Mgmt	For
	ROGER W. SCHIPKE	Mgmt	For
	NICHOLAS J. ST. GEORGE	Mgmt	For
02	RE-APPROVAL OF THE LEGG MASON, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
03	APPROVAL OF THE LEGG MASON, INC. NON-EMPLOYEE DIRECTOR EQUITY PLAN.	Mgmt	For

---

LINEAR TECHNOLOGY CORPORATION Agen

---

Security: 535678106  
Meeting Type: Annual  
Meeting Date: 02-Nov-2005  
Ticker: LLTC  
ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT H. SWANSON, JR. DAVID S. LEE LOTHAR MAIER LEO T. MCCARTHY RICHARD M. MOLEY THOMAS S. VOLPE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	TO APPROVE THE ADOPTION OF THE 2005 EQUITY INCENTIVE PLAN AND THE RESERVATION OF SHARES FOR ISSUANCE THEREUNDER.	Mgmt	For
03	TO APPROVE THE ADOPTION OF THE 2005 EMPLOYEE STOCK PURCHASE PLAN AND THE RESERVATION OF SHARES FOR ISSUANCE THEREUNDER.	Mgmt	For
04	TO REAPPROVE THE 1996 SENIOR EXECUTIVE BONUS PLAN.	Mgmt	For
05	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 2, 2006.	Mgmt	For

---

LIZ CLAIBORNE INC Agen

---

Security: 539320101  
Meeting Type: Annual  
Meeting Date: 18-May-2006  
Ticker: LIZ  
ISIN:

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BERNARD W. ARONSON DANIEL A. CARP NANCY J. KARCH PAUL E. TIERNEY, JR.	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2006.	Mgmt	For
03	THE STOCKHOLDER PROPOSAL AS DESCRIBED IN THE PROXY STATEMENT.	Shr	For

MAXIM INTEGRATED PRODUCTS, INC.

Agen

Security: 57772K101  
Meeting Type: Annual  
Meeting Date: 10-Nov-2005  
Ticker: MXIM  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES BERGMAN MICHAEL J. BYRD PETER DE ROETHH JOHN F. GIFFORD B. KIPLING HAGOPIAN A.R. FRANK WAZZAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	TO RATIFY AND APPROVE THE AMENDMENT AND RESTATEMENT OF THE 1996 STOCK INCENTIVE PLAN, AS AMENDED, INCLUDING WITHOUT LIMITATION, TO (A) INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 10,800,000 SHARES FROM 117,600,000 SHARES TO 128,400,000 SHARES, (B) PERMIT THE AWARD OF RESTRICTED STOCK UNITS AND RESTRICTED STOCK AND (C) EXTEND THE TERM THROUGH 2015.	Mgmt	For
03	TO RATIFY AND APPROVE THE AMENDMENT TO THE COMPANY S 1987 EMPLOYEE STOCK PARTICIPATION PLAN, AS AMENDED, TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 1,500,000 SHARES FROM 16,551,567 SHARES TO 18,051,567 SHARES.	Mgmt	For
04	TO RATIFY THE RETENTION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 24, 2006.	Mgmt	For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

MEDTRONIC, INC.

Agen

Security: 585055106  
 Meeting Type: Annual  
 Meeting Date: 25-Aug-2005  
 Ticker: MDT  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SHIRLEY A. JACKSON, PHD DENISE M. O'LEARY JEAN-PIERRE ROSSO JACK W. SCHULER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO APPROVE THE MEDTRONIC, INC. 2005 EMPLOYEES STOCK PURCHASE PLAN.	Mgmt	For
04	TO APPROVE THE MEDTRONIC, INC. 1998 OUTSIDE DIRECTOR STOCK COMPENSATION PLAN (AS AMENDED AND RESTATED).	Mgmt	For

MICROCHIP TECHNOLOGY INCORPORATED

Agen

Security: 595017104  
 Meeting Type: Annual  
 Meeting Date: 15-Aug-2005  
 Ticker: MCHP  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STEVE SANGHI ALBERT J. HUGO-MARTINEZ L.B. DAY MATTHEW W. CHAPMAN WADE F. MEYERCORD	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2006.	Mgmt	For



Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

MILLIPORE CORPORATION

Agen

Security: 601073109  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2006  
 Ticker: MIL  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROLF A. CLASSON MARK HOFFMAN JOHN F. RENO KAREN E. WELKE	Mgmt Mgmt Mgmt Mgmt	For For For For
02	ADOPTION OF THE AMENDMENTS TO THE MILLIPORE CORPORATION 1999 STOCK INCENTIVE PLAN.	Mgmt	For

NCR CORPORATION

Agen

Security: 62886E108  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2006  
 Ticker: NCR  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM R. NUTI JAMES M. RINGLER	Mgmt Mgmt	For For
02	APPROVAL OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Mgmt	For
03	APPROVAL OF THE NCR MANAGEMENT INCENTIVE PLAN.	Mgmt	For
04	APPROVAL OF THE NCR STOCK INCENTIVE PLAN.	Mgmt	For
05	APPROVAL OF THE NCR EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Date: 20-Sep-2005  
 Ticker: NKE  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JILL K. CONWAY ALAN B. GRAF, JR. JEANNE P. JACKSON	Mgmt Mgmt Mgmt	For For For
02	PROPOSAL TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES.	Mgmt	Against
03	PROPOSAL TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.	Mgmt	For
04	PROPOSAL TO AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.	Mgmt	For
05	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

NOBLE CORPORATION

Agen

Security: G65422100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2006  
 Ticker: NE  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES C. DAY JULIE H. EDWARDS MARC E. LELAND	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2006.	Mgmt	For
03	MEMBER (SHAREHOLDER) PROPOSAL TO SEPARATE THE POSITIONS OF CHAIRMAN/CHIEF EXECUTIVE OFFICER.	Shr	For

NORDSTROM, INC.

Agen

Security: 655664100  
 Meeting Type: Annual  
 Meeting Date: 23-May-2006

# Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: JWN  
ISIN:

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	PHYLLIS J. CAMPBELL	Mgmt	For
	ENRIQUE HERNANDEZ, JR.	Mgmt	For
	JEANNE P. JACKSON	Mgmt	For
	ROBERT G. MILLER	Mgmt	For
	BLAKE W. NORDSTROM	Mgmt	For
	ERIK B. NORDSTROM	Mgmt	For
	PETER E. NORDSTROM	Mgmt	For