Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form 4

Eaton Vance Tax-Managed Diversified Equity Income Fund Form 4 November 23, 2007 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **RICHARDSON DUNCAN W** Issuer Symbol Eaton Vance Tax-Managed **Diversified Equity Income Fund** [ETY] Director X_Officer (give title (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) THE EATON VANCE 11/21/2007 **BUILDING, 255 STATE STREET**

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **BOSTON. MA 02109** Person

(City)	(State) (Table Table	e I - Non-D	erivative Securities Ac	quired, Disposed of	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any Code (D)		(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				()	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Shares	11/21/2007		Р	1,000 A ^{\$} 15.4	7,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(City)

(State)

(7in)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

President

below)

10% Owner

Other (specify

Estimated average

burden hours per

D Se	. Title of Derivative ecurity Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RICHARDSON DUNCAN W THE EATON VANCE BUILDING 255 STATE STREET			President				
BOSTON, MA 02109							
Signatures							
By: Paul M. O'Neil / Attorney in Fact	11	/26/2007					
<u>**</u> Signature of Reporting Person		Date					
Explanation of Responses:							

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.