Eaton Vance Ta Form 4	ax-Managed D	oiversified	l Equity	Income F	fund							
March 10, 2008	3											
FORM 4	Δ									OMB APPROVAL		
		IES AND EXCHANGE COMMISSION agton, D.C. 20549					3235-0287					
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu- <i>See</i> Instructi 1(b).	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 20(b) of the Investment Company Act of 1940								urs per			
(Print or Type Resp	ponses)											
			2. Issuer Name and Ticker or Trading Symbol Eaton Vance Tax-Managed Diversified Equity Income Fund				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) THE EATON BUILDING, 2	VANCE	Middle) 'REET	[ETY] 3. Date of Earliest Transaction (Month/Day/Year) 02/29/2008					below)	10% Owner ve titleX Other (specify below) sider of the Fund			
(Street) 4. If Ameno Filed(Month					-	1	Applicable Line) _X_ Form filed by	by One Reporting Person				
BOSTON, MA	02109							Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Secur	ities A	cquired, Disposed o	of, or Beneficia	lly Owned		
		ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
Reminder: Report	on a separate line	for each o	ass of sec			. ,		or indirectly				

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transac	5. ctiorNu	nber	6. Date Exer Expiration D			le and unt of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	of Derivative Securities Acquired (A) or Disposed of (D)		(Month/Day/Year)		Secu	rlying rities . 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code	`	str. 3, nd 5) (D)	Date Exercisable	Expiration Date	Title	or Number of		
Reno	rting O	whore								Shares		

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

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Witkos Matthew J THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 02109				Insider of the Fund				
Signatures								
By: Paul M. O'Neil, Attorney in Fact	03/	10/2008						
**Signature of Reporting Person		Date						
Explanation of Responses:								
* If the form is filed by more than one reporting person, <i>see</i> 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.