March 10, 2008 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Usablington, D.C. 20549 Check this box if no longer subject to Section 16. Form 4 or Form 5 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Sec linstruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 (b). (Print or Type Responses) 1. Name and Address of Reporting Person 2 (Last) (First) (Middle) 1 (Last) (First) (Middle) 1 (b) (First) (Middle) 1 (b) (State) (State) (State) (Cip) (State) (Ci	Eaton Vance Tax- Form 4	Managed D	oversified	l Equity	Income F	und							
FORM 4 UNITED STATES SECURITIES Section 16. Section 16 or Form 4 or Form 5 obligations any continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES       MMB Wimber: SECURITIES SECURITIES       States Section 16. Section 16. 30(h) of the Public Utility Holding Company Act of 1934, obligations any continue. See Instruction 1(b).       States 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 30(h) of the Investment Company Act of 1935 or Section 1(b).       States Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940       States Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940       States Issuer       States Issuer         1. Name and Address of Reporting Person { Section 17(a) of the Investment Company Act of 1940       States Issuer       States Issuer       States Issuer       Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       State of Earliest Transaction (Month/Day/Year)       Officer (give tile States)       10% Owner Issuer         BUILDING, 255 STATE STREET       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person Person       Screetice Acquired, Disposed of or Beneficially (Month/Day/Year)       7. Nature of Form. Direct Indirect Indirect Indirect Code Disposed of (I)       6. Ownership Co	March 10, 2008												
Check this box       Washington, D.C. 20549       Number:       3235-0287         Check this box       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to section 16       Section 16       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section any continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Holding Company Act of 1940 (b).       Section 17(a) of the Public Utility Income Fund (ETY)       Section Vance Tax-Managed Diversified Equity Income Fund (ETY)       Section Vance Tax-Managed Diversified Equity Income Fund (ETY)       Section Vance O2/29/2008         THE EATON VANCE       02/29/2008       02/29/2008       Sumbol       Section Filing(Check Applicable Line)         Street       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)       Security (Month/Day/Year)       Securities Form: Direct Indirect Person (City) (State) (Zip)       Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       Security (Month/Day/Year) (Instr. 8) (Instr.											PPROVAL		
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires:       Calibration 2005         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Issuer       0.5         1. Name and Address of Reporting Person_ Saltonstall George W       2. Issuer Name and Ticker or Trading Symbol Eaton Vance Tax-Managed Diversified Equity Income Fund [ETY]       5. Relationship of Reporting Person(s) to Issuer       Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director		UNITED	STATES			•=							
1. Name and Address of Reporting Person.*       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         Saltonstall George W       Symbol       Eaton Vance Tax-Managed Diversified Equity Income Fund [ETY]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director	if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction	Filed pur	<b>SECURITIES</b> ursuant to Section 16(a) of the Securities Exchange Act of 1934, (a) of the Public Utility Holding Company Act of 1935 or Section								2005 average urs per		
Saltonstall George W Symbol Eaton Vance Tax-Managed Diversified Equity Income Fund [ETY] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) THE EATON VANCE BUILDING, 255 STATE STREET (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Source Tax-Managed Diversified Equity Income Fund [ETY] (Month/Day/Year) Management Committee O2/29/2008 BUILDING, 255 STATE STREET (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Source Tax-Managed (Check all applicable) (Check all applicable) (Check all applicable) (Check all applicable) Management Committee Management Committee (Check all applicable) (Check all	(Print or Type Response	ses)											
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)				Symbol Eaton Vance Tax-Managed					Issuer				
BUILDING, 255 STATE STREET (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line)X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities S. Amount of 6. Ownership 7. Nature of Execution Date, if any (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) (A)		, , ,	Middle)	[ETY] 3. Date of Earliest Transaction (Month/Day/Year)			nd	Director 10% Owner 10% Owner below)					
Filed(Month/Day/Year)       Applicable Line)        X_Form filed by One Reporting Person        Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date (Month/Day/Year)       3.       4. Securities       5. Amount of Securities       6. Ownership       7. Nature of TransactionAcquired (A) or Code Disposed of (D)         Instr. 3)       0. (Month/Day/Year)       2A. Deemed       3.       4. Securities       5. Amount of Securities       6. Ownership       7. Nature of TransactionAcquired (A) or Owned         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership         (A)       (A)       (A)       (A)       (Instr. 4)       (Instr. 4)			REET	0212712	2000								
BOSTON, MA 02109       Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         Instr. 3)       (Month/Day/Year)       Execution Date, if any       Code       Disposed of (D)       Beneficially       (D) or Indirect       Beneficial         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership         Following       (Instr. 4)       Reported					-	1		Applicable Line) _X_ Form filed by One Reporting Person					
1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed       3.       4. Securities       5. Amount of Security       6. Ownership       7. Nature of Indirect         (Instr. 3)       any       Code       Disposed of (D)       Beneficially       (D) or Indirect       Beneficial         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership         Following       (Instr. 4)       (Instr. 4)       (Instr. 4)	BOSTON, MA 02	2109								More than One R	eporting		
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported	(City) (S	tate)	(Zip)	Tab	le I - Non-I	Derivative	Secui	rities A	cquired, Disposed	of, or Beneficia	lly Owned		
Code V Amount (D) Price (Instr. 3 and 4)	Security (Month	(Month/Day/Year) Execution Date, if any		Date, if	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			) 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	Reminder: Report on a	senarate line	for each o	ass of sec					r 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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code	TransactionNumber				Amou Unde Secur	le and unt of rlying tities . 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
Repo	rting O	wners	Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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

<b>Reporting Owner Name / Address</b>	Relationships								
Treporting Control Found Foundation	Director	10% Owner	Officer	Other					
Saltonstall George W THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 02109				Management Committee					
Signatures									
By: Paul M. O'Neil / Attorney in Fact	03	/10/2008							
**Signature of Reporting Person		Date							
Explanation of Responses:									

## Ticop

\* 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.