

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 07, 2012

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: 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: 12/31

DATE OF REPORTING PERIOD: 07/01/2011 - 06/30/2012

Eaton Vance Enhanced Equity Income Fund II

-----  
ACCENTURE PLC

Agen

-----  
Security: G1151C101  
Meeting Type: Annual  
Meeting Date: 09-Feb-2012  
Ticker: ACN  
ISIN: IE00B4BNMY34  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2011 AS PRESENTED	Mgmt	For
2A	RE-APPOINTMENT OF DIRECTOR: DINA DUBLON	Mgmt	For
2B	RE-APPOINTMENT OF DIRECTOR: WILLIAM D. GREEN	Mgmt	For
2C	RE-APPOINTMENT OF DIRECTOR: NOBUYUKI IDEI	Mgmt	For

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

2D	RE-APPOINTMENT OF DIRECTOR: MARJORIE MAGNER	Mgmt	For
03	RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION	Mgmt	For
04	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
05	APPROVAL OF AMENDMENTS TO ACCENTURE PLC'S ARTICLES OF ASSOCIATION TO PROVIDE FOR THE PHASED-IN DECLASSIFICATION OF THE BOARD, BEGINNING IN 2013	Mgmt	For
06	AUTHORIZATION TO HOLD THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
07	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
08	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For

-----  
 AIR PRODUCTS AND CHEMICALS, INC.

Agen

Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 26-Jan-2012  
 Ticker: APD  
 ISIN: US0091581068

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARIO L. BAEZA	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN K. CARTER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN E. MCGLADE	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. TO RATIFY APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt	For

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

-----  
 ALLSCRIPTS HEALTHCARE SOLUTIONS, INC

-----  
 Agen

Security: 01988P108  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2012  
 Ticker: MDRX  
 ISIN: US01988P1084  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR PAUL M. BLACK DENNIS H. CHOOKASZIAN ROBERT J. CINDRICH NOT VALID; DO NOT VOTE PHILIP D. GREEN MICHAEL J. KLUGER GLEN E. TULLMAN STUART L. BASCOMB DAVID D. STEVENS RALPH H "RANDY" THURMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For Withheld For For For For For
2	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE ALLSCRIPTS HEALTHCARE SOLUTIONS, INC. EMPLOYEE STOCK PURCHASE PLAN TO, AMONG OTHER ITEMS, INCREASE THE NUMBER OF SHARES AVAILABLE FOR GRANT THEREUNDER BY 1,000,000.	Mgmt	For
3	APPROVAL OF THE RESOLUTION TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For
4	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

-----  
 AMAZON.COM, INC.

-----  
 Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: AMZN  
 ISIN: US0231351067  
 -----

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

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

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: BLAKE G. KRIKORIAN	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.	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS, AS AMENDED, PURSUANT TO SECTION 162 (M) OF THE INTERNAL REVENUE CODE IN OUR 1997 STOCK INCENTIVE PLAN	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT ON CLIMATE CHANGE	Shr	Against
5.	SHAREHOLDER PROPOSAL CALLING FOR CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

-----  
 AMERICAN EXPRESS COMPANY

Agen

-----  
 Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2012  
 Ticker: AXP  
 ISIN: US0258161092  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	C. BARSHEFSKY	Mgmt	For
	U.M. BURNS	Mgmt	For
	K.I. CHENAULT	Mgmt	For
	P. CHERNIN	Mgmt	For
	T.J. LEONSIS	Mgmt	For
	J. LESCHLY	Mgmt	For
	R.C. LEVIN	Mgmt	For
	R.A. MCGINN	Mgmt	For

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

	E.D. MILLER	Mgmt	For
	S.S REINEMUND	Mgmt	For
	R.D. WALTER	Mgmt	For
	R.A. WILLIAMS	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF PERFORMANCE GOALS AND AWARD LIMITS UNDER 2007 INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
6.	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Shr	Against

-----  
 AMERICAN TOWER CORPORATION

-----  
 Agen

Security: 029912201  
 Meeting Type: Special  
 Meeting Date: 29-Nov-2011  
 Ticker: AMT  
 ISIN: US0299122012  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 24, 2011, BETWEEN AMERICAN TOWER CORPORATION AND AMERICAN TOWER REIT, INC., WHICH IS PART OF THE REORGANIZATION OF AMERICAN TOWER'S OPERATIONS THROUGH WHICH AMERICAN TOWER INTENDS TO QUALIFY AS A REIT FOR FEDERAL INCOME TAX PURPOSES.	Mgmt	For
02	PROPOSAL TO PERMIT THE BOARD OF DIRECTORS OF AMERICAN TOWER CORPORATION TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE ORIGINALLY SCHEDULED TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1.	Mgmt	For

-----  
 AMERISOURCEBERGEN CORPORATION

-----  
 Agen

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

Security: 03073E105  
 Meeting Type: Annual  
 Meeting Date: 01-Mar-2012  
 Ticker: ABC  
 ISIN: US03073E1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN H. COLLIS	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD C. GOZON	Mgmt	For
1C	ELECTION OF DIRECTOR: KATHLEEN W. HYLE	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL J. LONG	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AMERISOURCEBERGEN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
03	TO CONDUCT AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

### APACHE CORPORATION

Agen

Security: 037411105  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: APA  
 ISIN: US0374111054

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: SCOTT D. JOSEY	Mgmt	For
2.	ELECTION OF DIRECTOR: GEORGE D. LAWRENCE	Mgmt	For
3.	ELECTION OF DIRECTOR: RODMAN D. PATTON	Mgmt	For
4.	ELECTION OF DIRECTOR: CHARLES J. PITMAN	Mgmt	For
5.	RATIFICATION OF ERNST & YOUNG LLP AS APACHE'S INDEPENDENT AUDITORS	Mgmt	For
6.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	For
7.	SHAREHOLDER PROPOSAL TO REPEAL APACHE'S CLASSIFIED BOARD OF DIRECTORS	Shr	For

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

-----  
 APPLE INC. Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2012  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR WILLIAM V. CAMPBELL TIMOTHY D. COOK MILLARD S. DREXLER AL GORE ROBERT A. IGER ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	A SHAREHOLDER PROPOSAL ENTITLED "CONFLICT OF INTEREST REPORT"	Shr	Against
05	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER SAY ON DIRECTOR PAY"	Shr	Against
06	A SHAREHOLDER PROPOSAL ENTITLED "REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES"	Shr	Against
07	A SHAREHOLDER PROPOSAL ENTITLED "ADOPT A MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS"	Shr	For

-----  
 BANKUNITED INC Agen

Security: 06652K103  
 Meeting Type: Annual  
 Meeting Date: 09-May-2012  
 Ticker: BKU  
 ISIN: US06652K1034  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN BOHLSSEN CHINH E. CHU	Mgmt Mgmt	For For

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

	AMBASSADOR SUE M. COBB	Mgmt	For
	EUGENE F. DEMARK	Mgmt	For
	JOHN A. KANAS	Mgmt	For
	RICHARD S. LEFRAK	Mgmt	For
	THOMAS M. O'BRIEN	Mgmt	For
	WILBUR L. ROSS, JR.	Mgmt	Withheld
	PIERRE OLIVIER SARKOZY	Mgmt	For
	LANCE N. WEST	Mgmt	For
2.	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
 BEAM INC.

Agen

-----  
 Security: 073730103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: BEAM  
 ISIN: US0737301038  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANN F. HACKETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT A. STEELE	Mgmt	For
1G.	ELECTION OF DIRECTOR: PETER M. WILSON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	APPROVAL OF THE BEAM INC. 2012 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	RE-APPROVAL OF THE ANNUAL EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For



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

BROADCOM CORPORATION

Agen

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: BRCM  
 ISIN: US1113201073

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. FINOCCHIO, JR NANCY H. HANDEL EDDY W. HARTENSTEIN MARIA M. KLAWE, PH.D. JOHN E. MAJOR SCOTT A. MCGREGOR WILLIAM T. MORROW HENRY SAMUELI, PH.D. ROBERT E. SWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE BROADCOM CORPORATION 1998 EMPLOYEE STOCK PURCHASE PLAN, AS PREVIOUSLY AMENDED AND RESTATED, THAT WOULD EXTEND THE TERM OF THE PLAN THROUGH MAY 15, 2022, AND EFFECT VARIOUS TECHNICAL REVISIONS AND IMPROVEMENTS.	Mgmt	For
3.	TO APPROVE THE ADOPTION OF THE BROADCOM CORPORATION 2012 STOCK INCENTIVE PLAN.	Mgmt	Against
4.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

CATALYST HEALTH SOLUTIONS, INC.

Agen

Security: 14888B103  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2012  
 Ticker: CHSI  
 ISIN: US14888B1035

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR STEVEN B. EPSTEIN	Mgmt	For

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

	MICHAEL R. MCDONNELL	Mgmt	For
	DALE B. WOLF	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	TO OBTAIN APPROVAL BY THE SHAREHOLDERS, ON AN ADVISORY BASIS, OF THE COMPANY'S NAMED EXECUTIVE OFFICERS COMPENSATION AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K OR ANY SUCCESSOR THERETO (THE "SAY ON PAY" VOTE).	Mgmt	For

---

CELGENE CORPORATION

Agen

---

Security: 151020104  
Meeting Type: Annual  
Meeting Date: 13-Jun-2012  
Ticker: CELG  
ISIN: US1510201049

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. HUGIN R.W. BARKER, D. PHIL. MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE M.A. FRIEDMAN, M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For 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, 2012.	Mgmt	For
3.	APPROVAL OF AN AMENDMENT TO 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	For

---

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

CENTURYLINK, INC.

Agen

Security: 156700106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: CTL  
 ISIN: US1567001060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	APPROVE CHARTER AMENDMENT TO DECLASSIFY OUR BOARD OF DIRECTORS.	Mgmt	For
1B.	APPROVE CHARTER AMENDMENT TO INCREASE OUR AUTHORIZED SHARES.	Mgmt	For
2.	DIRECTOR FRED R. NICHOLS HARVEY P. PERRY LAURIE A. SIEGEL JOSEPH R. ZIMMEL	Mgmt Mgmt Mgmt Mgmt	For For For For
3.	RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
4.	ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION.	Mgmt	For
5A.	SHAREHOLDER PROPOSAL REGARDING BONUS DEFERRALS.	Shr	For
5B.	SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED RESTRICTED STOCK.	Shr	For
5C.	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS.	Shr	Against

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 11-May-2012  
 Ticker: CL  
 ISIN: US1941621039

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NIKESH ARORA	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For

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

1E.	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1I.	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
2.	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR.	Shr	Against

-----  
COMCAST CORPORATION

Agen

Security: 20030N101  
Meeting Type: Annual  
Meeting Date: 31-May-2012  
Ticker: CMCSA  
ISIN: US20030N1019

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KENNETH J. BACON SHELDON M. BONOVIKZ JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS JOHNATHAN A. RODGERS DR. JUDITH RODIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	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 THE COMCAST CORPORATION 2002 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
4.	APPROVAL OF THE COMCAST - NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
5.	TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS	Shr	Against

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

6.	TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR	Shr	For
7.	TO ADOPT A SHARE RETENTION POLICY FOR SENIOR EXECUTIVES	Shr	For
8.	TO MAKE POISON PILLS SUBJECT TO A SHAREHOLDER VOTE	Shr	For

-----  
 CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 09-May-2012  
 Ticker: COP  
 ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: RYAN M. LANCE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MOHD H. MARICAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For
1K.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1M.	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1N.	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1O.	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
2.	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE	Mgmt	For

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

COMPENSATION.

4.	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Shr	Against
5.	ACCIDENT RISK MITIGATION.	Shr	Against
6.	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shr	Against
7.	GREENHOUSE GAS REDUCTION TARGETS.	Shr	Against
8.	GENDER EXPRESSION NON-DISCRIMINATION.	Shr	Against

-----  
CORNING INCORPORATED

Agen

Security: 219350105  
Meeting Type: Annual  
Meeting Date: 26-Apr-2012  
Ticker: GLW  
ISIN: US2193501051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHANIE A. BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES B. FLAWS	Mgmt	For
1F.	ELECTION OF DIRECTOR: GORDON GUND	Mgmt	For
1G.	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	For
1H.	ELECTION OF DIRECTOR: DEBORAH D. RIEMAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: H. ONNO RUDING	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARK S. WRIGHTON	Mgmt	For
2.	APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4.	APPROVAL OF CORNING INCORPORATED 2012 LONG-TERM INCENTIVE PLAN.	Mgmt	For
5.	AMENDMENT AND RESTATEMENT OF CERTIFICATE OF INCORPORATION TO REMOVE PROVISIONS	Mgmt	For

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

REQUIRING SUPERMAJORITY VOTE OF  
SHAREHOLDERS.

-----  
COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105  
Meeting Type: Annual  
Meeting Date: 26-Jan-2012  
Ticker: COST  
ISIN: US22160K1051  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES D. SINEGAL JEFFREY H. BROTMAN RICHARD A. GALANTI DANIEL J. EVANS JEFFREY S. RAIKES	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT OF COMPANY'S FIFTH RESTATED STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For

-----  
COVIDIEN PLC

Agen

Security: G2554F113  
Meeting Type: Annual  
Meeting Date: 13-Mar-2012  
Ticker: COV  
ISIN: IE00B68SQD29  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Mgmt	For
1B	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For

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

1F	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1H	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Mgmt	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1J	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
02	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
03	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
04	AUTHORIZE THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5	AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES. (SPECIAL RESOLUTION)	Mgmt	For
S6	AMEND ARTICLES OF ASSOCIATION TO PROVIDE FOR ESCHEATMENT IN ACCORDANCE WITH U.S. LAWS. (SPECIAL RESOLUTION)	Mgmt	For
S7	AMEND ARTICLES OF ASSOCIATION TO GIVE THE BOARD OF DIRECTORS AUTHORITY TO DECLARE NON-CASH DIVIDENDS. (SPECIAL RESOLUTION)	Mgmt	For

-----  
 CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2012  
 Ticker: CY  
 ISIN: US2328061096  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	T.J. RODGERS	Mgmt	For
	W. STEVE ALBRECHT	Mgmt	For
	ERIC A. BENHAMOU	Mgmt	For
	LLOYD CARNEY	Mgmt	For
	JAMES R. LONG	Mgmt	For
	J. DANIEL MCCRANIE	Mgmt	For
	J.D. SHERMAN	Mgmt	For
	WILBERT VAN DEN HOEK	Mgmt	For
2.	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2012.	Mgmt	For



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

3.	ANNUAL ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
----	---	------	-----

---

DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: MORTIMER M. CAPLIN	Mgmt	For
1.2	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1.3	ELECTION OF DIRECTOR: LINDA P. HEFNER	Mgmt	For
1.4	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For
1.5	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	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, 2012.	Mgmt	For
3.	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF DANAHER FROM 1 BILLION (1,000,000,000) SHARES TO 2 BILLION (2,000,000,000) SHARES, \$.01 PAR VALUE PER SHARE.	Mgmt	For
4.	TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE DANAHER 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

---

DEERE & COMPANY

Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 29-Feb-2012  
 Ticker: DE  
 ISIN: US2441991054

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1E	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For
1F	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
1I	ELECTION OF DIRECTOR: SHERRY M. SMITH	Mgmt	For
02	NON-BINDING VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
03	APPROVAL OF THE NONEMPLOYEE DIRECTOR STOCK OWNERSHIP PLAN	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012	Mgmt	For

DOLLAR GENERAL CORP

Agen

Security: 256677105  
Meeting Type: Annual  
Meeting Date: 01-Jun-2012  
Ticker: DG  
ISIN: US2566771059

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RAJ AGRAWAL	Mgmt	Withheld
	WARREN F. BRYANT	Mgmt	Withheld
	MICHAEL M. CALBERT	Mgmt	Withheld
	RICHARD W. DREILING	Mgmt	Withheld
	ADRIAN JONES	Mgmt	Withheld
	WILLIAM C. RHODES, III	Mgmt	Withheld
	DAVID B. RICKARD	Mgmt	For
2	TO APPROVE DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.	Mgmt	For

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

3	TO APPROVE DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED ANNUAL INCENTIVE PLAN.	Mgmt	For
4	TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Mgmt	For

-----  
 EBAY INC.

Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: EBAY  
 ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARC L. ANDREESSEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM C. FORD, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAWN G. LEPORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: KATHLEEN C. MITIC	Mgmt	For
1E.	ELECTION OF DIRECTOR: PIERRE M. OMIKYAR	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For
3.	APPROVE AMENDMENT & RESTATEMENT OF 2008 EQUITY INCENTIVE AWARD PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER PLAN BY 16.5 MILLION SHARES	Mgmt	For
4.	TO APPROVE OUR EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	TO ADOPT AND APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Mgmt	For
6.	AMENDMENT TO OUR AMENDED & RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE STOCKHOLDERS WITH THE RIGHT TO CALL A SPECIAL MEETING	Mgmt	For
7.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2012	Mgmt	For

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

-----  
 ECOLAB INC. Agen  
 -----

Security: 278865100  
 Meeting Type: Special  
 Meeting Date: 30-Nov-2011  
 Ticker: ECL  
 ISIN: US2788651006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVE THE ISSUANCE OF SHARES OF ECOLAB COMMON STOCK TO THE STOCKHOLDERS OF NALCO HOLDING COMPANY PURSUANT TO THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER DATED AS OF JULY 19, 2011.	Mgmt	For
02	ADOPT AN AMENDMENT TO ECOLAB'S RESTATED CERTIFICATE OF INCORPORATION FOLLOWING COMPLETION OF THE MERGER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF ECOLAB COMMON STOCK TO 800,000,000 SHARES.	Mgmt	For
03	ADJOURN THE ECOLAB SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE SHARE ISSUANCE PROPOSAL.	Mgmt	For

-----  
 ECOLAB INC. Agen  
 -----

Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: ECL  
 ISIN: US2788651006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: LESLIE S. BILLER	Mgmt	For
1.2	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Mgmt	For
1.3	ELECTION OF DIRECTOR: MICHAEL LARSON	Mgmt	For
1.4	ELECTION OF DIRECTOR: VICTORIA J. REICH	Mgmt	For
1.5	ELECTION OF DIRECTOR: JOHN J. ZILLMER	Mgmt	For
2.	RATIFY THE APPOINTMENT OF	Mgmt	For

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

PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM.

3.	APPROVE AMENDMENTS TO THE ECOLAB INC. RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPER-MAJORITY VOTING.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING THE BOARD OF DIRECTORS TO PROVIDE AN ANNUAL ADVISORY VOTE ON ELECTIONEERING, POLITICAL CONTRIBUTIONS AND COMMUNICATION EXPENDITURES.	Shr	Against
6.	STOCKHOLDER PROPOSAL REQUESTING THE BOARD OF DIRECTORS TO ADOPT A RULE TO REDEEM ANY CURRENT OR FUTURE STOCKHOLDER RIGHTS PLAN UNLESS SUCH PLAN IS SUBMITTED TO A STOCKHOLDER VOTE WITHIN 12 MONTHS.	Shr	For

-----  
EMERSON ELECTRIC CO.

Agen

Security: 291011104  
Meeting Type: Annual  
Meeting Date: 07-Feb-2012  
Ticker: EMR  
ISIN: US2910111044  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. FERNANDEZ G.* A.F. GOLDEN* W.R. JOHNSON* J.B. MENZER* A.A. BUSCH III** R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
03	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against
05	APPROVAL OF THE STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS AS DESCRIBED IN THE PROXY STATEMENT.	Shr	For

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

-----  
 EQUINIX, INC.

Agen

-----  
 Security: 29444U502  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2012  
 Ticker: EQIX  
 ISIN: US29444U5020  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR STEVEN T. CLONTZ GARY F. HROMADKO SCOTT G. KRIENS WILLIAM K. LUBY IRVING F. LYONS, III CHRISTOPHER B. PAISLEY STEPHEN M. SMITH PETER F. VAN CAMP	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	TO APPROVE BY A NON-BINDING ADVISORY VOTE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	TO APPROVE LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Mgmt	For
5.	TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED BYLAWS TO PERMIT HOLDERS OF RECORD OF AT LEAST TWENTY FIVE PERCENT (25%) OF THE VOTING POWER OF THE COMPANY'S OUTSTANDING CAPITAL STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS.	Mgmt	For

-----  
 EXPEDIA, INC.

Agen

-----  
 Security: 30212P105  
 Meeting Type: Annual  
 Meeting Date: 06-Dec-2011  
 Ticker: EXPE  
 ISIN: US30212P1057  
 -----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF AMENDMENTS TO EXPEDIA AMENDED & RESTATED CERTIFICATE OF INCORPORATION THAT WOULD EFFECT SPIN-OFF OF TRIPADVISOR, INC.	Mgmt	For
02	APPROVAL OF AMENDMENTS TO THE EXPEDIA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO EFFECT A ONE-FOR-TWO REVERSE STOCK SPLIT OF EXPEDIA COMMON STOCK AND CLASS B COMMON STOCK.	Mgmt	Against
03	APPROVAL AND ADOPTION OF A MERGER AGREEMENT, UNDER WHICH A WHOLLY OWNED SUBSIDIARY OF EXPEDIA WOULD MERGE WITH AND INTO EXPEDIA, FOR THE PURPOSE OF CONVERTING ALL SHARES OF SERIES A PREFERRED STOCK INTO CASH.	Mgmt	For
04	APPROVAL OF THE ADDITION OF PROVISIONS TO THE EXPEDIA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION PURSUANT TO WHICH EXPEDIA WOULD RENOUNCE ANY INTEREST OR EXPECTANCY IN CERTAIN CORPORATE OPPORTUNITIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
05	DIRECTOR A. GEORGE "SKIP" BATTLE BARRY DILLER JONATHAN L. DOLGEN WILLIAM R. FITZGERALD CRAIG A. JACOBSON VICTOR A. KAUFMAN PETER M. KERN DARA KHOSROVSHAHI JOHN C. MALONE JOSE A. TAZON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For Withheld For Withheld For Withheld Withheld For
06	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS EXPEDIA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
07	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF EXPEDIA'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
08	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF EXPEDIA'S NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

---

EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
Meeting Type: Annual  
Meeting Date: 30-May-2012

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

Ticker: XOM  
ISIN: US30231G1022

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 61)	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 62)	Mgmt	Against
4.	INDEPENDENT CHAIRMAN (PAGE 64)	Shr	For
5.	MAJORITY VOTE FOR DIRECTORS (PAGE 65)	Shr	Against
6.	REPORT ON POLITICAL CONTRIBUTIONS (PAGE 66)	Shr	Against
7.	AMENDMENT OF EEO POLICY (PAGE 67)	Shr	Against
8.	REPORT ON NATURAL GAS PRODUCTION (PAGE 69)	Shr	Against
9.	GREENHOUSE GAS EMISSIONS GOALS (PAGE 71)	Shr	Against

### FLUOR CORPORATION

Agen

Security: 343412102  
Meeting Type: Annual  
Meeting Date: 03-May-2012  
Ticker: FLR  
ISIN: US3434121022

Prop.#	Proposal	Proposal Type	Proposal Vote
1.A	ELECTION OF DIRECTOR: PETER K. BARKER	Mgmt	Against
1.B	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1.C	ELECTION OF DIRECTOR: DEAN R. O'HARE	Mgmt	For
1.D	ELECTION OF DIRECTOR: DAVID T. SEATON	Mgmt	For



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

2.	AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GRANT HOLDERS OF AT LEAST 25% OF THE COMPANY'S OUTSTANDING SHARES OF COMMON STOCK THE RIGHT TO CALL A SPECIAL MEETING OF STOCKHOLDERS.	Mgmt	For
4.	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

-----  
 FREEPORT-MCMORAN COPPER & GOLD INC.  
 -----

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2012  
 Ticker: FCX  
 ISIN: US35671D8570  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B. M. RANKIN, JR. STEPHEN H. SIEGELE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Shr	Against

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

-----  
 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: FMS  
 ISIN: US3580291066  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2011	Mgmt	For
2.	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
3.	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
4.	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
5.	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2012	Mgmt	For
6.	AMENDMENT TO SECTION 12 (2) SENTENCE 2 OF THE ARTICLES (COMPOSITION OF THE AUDIT AND CORPORATE GOVERNANCE COMMITTEE)	Mgmt	For
7.	RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 (2) GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY*	Mgmt	Against

-----  
 GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: GILD  
 ISIN: US3755581036  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	JOHN F. COGAN	Mgmt	For
	ETIENNE F. DAVIGNON	Mgmt	For
	JAMES M. DENNY	Mgmt	For
	CARLA A. HILLS	Mgmt	For
	KEVIN E. LOFTON	Mgmt	For
	JOHN W. MADIGAN	Mgmt	For
	JOHN C. MARTIN	Mgmt	For

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

	GORDON E. MOORE	Mgmt	For
	NICHOLAS G. MOORE	Mgmt	For
	RICHARD J. WHITLEY	Mgmt	For
	GAYLE E. WILSON	Mgmt	For
	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, 2012.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.	Mgmt	Against
4.	IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.	Shr	For
5.	IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO REDEEM GILEAD'S POISON PILL UNLESS THE PLAN IS SUBJECT TO A STOCKHOLDER VOTE.	Shr	For

-----  
 GOLDCORP INC.

Agen

-----  
 Security: 380956409  
 Meeting Type: Annual and Special  
 Meeting Date: 26-Apr-2012  
 Ticker: GG  
 ISIN: CA3809564097  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG BLANCA TREVINO DE VEGA KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For

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

C	A RESOLUTION APPROVING THE AMENDMENT TO THE RESTRICTED SHARE PLAN FOR THE COMPANY;	Mgmt	For
D	A NON-BINDING ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION;	Mgmt	For
E	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

-----  
GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 21-Jun-2012  
Ticker: GOOG  
ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3A.	THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C CAPITAL STOCK AND TO MAKE CERTAIN CLARIFYING CHANGES.	Mgmt	Against
3B.	THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 6 BILLION TO 9 BILLION.	Mgmt	Against

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

3C.	THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE TREATMENT OF SHARES OF CLASS A COMMON STOCK IN A MANNER THAT IS AT LEAST AS FAVORABLE AS THE SHARES OF CLASS B COMMON STOCK.	Mgmt	For
4.	THE APPROVAL OF GOOGLE'S 2012 STOCK PLAN.	Mgmt	Against
5.	THE APPROVAL OF GOOGLE'S 2012 INCENTIVE COMPENSATION PLAN FOR EMPLOYEES AND CONSULTANTS OF MOTOROLA MOBILITY.	Mgmt	Against
6.	A STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
7.	A STOCKHOLDER PROPOSAL REGARDING MANDATORY ARBITRATION OF CERTAIN SHAREHOLDER CLAIMS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
8.	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

-----  
HALLIBURTON COMPANY

Agen

-----  
Security: 406216101  
Meeting Type: Annual  
Meeting Date: 16-May-2012  
Ticker: HAL  
ISIN: US4062161017  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Mgmt	For
1B	ELECTION OF DIRECTOR: J.R. BOYD	Mgmt	For
1C	ELECTION OF DIRECTOR: M. CARROLL	Mgmt	For
1D	ELECTION OF DIRECTOR: N.K. DICCIANI	Mgmt	For
1E	ELECTION OF DIRECTOR: M.S. GERBER	Mgmt	For
1F	ELECTION OF DIRECTOR: S.M. GILLIS	Mgmt	For
1G	ELECTION OF DIRECTOR: A.S. JUM'AH	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LESAR	Mgmt	For
1I	ELECTION OF DIRECTOR: R.A. MALONE	Mgmt	For

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

1J	ELECTION OF DIRECTOR: J.L. MARTIN	Mgmt	For
1K	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	For
4	PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN.	Mgmt	For

---

HARRIS CORPORATION

Agen

Security: 413875105  
Meeting Type: Annual  
Meeting Date: 28-Oct-2011  
Ticker: HRS  
ISIN: US4138751056

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HOWARD L. LANCE	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS A. DATTILO	Mgmt	For
1C	ELECTION OF DIRECTOR: TERRY D. GROWCOCK	Mgmt	For
1D	ELECTION OF DIRECTOR: LEWIS HAY III	Mgmt	For
1E	ELECTION OF DIRECTOR: KAREN KATEN	Mgmt	For
1F	ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: LESLIE F. KENNE	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID B. RICKARD	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES C. STOFFEL	Mgmt	For
1J	ELECTION OF DIRECTOR: GREGORY T. SWIENTON	Mgmt	For
1K	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Mgmt	For
05	SHAREHOLDER PROPOSAL REQUESTING APPROVAL OF	Shr	Against

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

AN AMENDMENT TO OUR BY-LAWS TO REQUIRE AN  
INDEPENDENT CHAIRMAN OF THE BOARD.

-----  
HORNBECK OFFSHORE SERVICES, INC.

Agen

Security: 440543106  
Meeting Type: Annual  
Meeting Date: 21-Jun-2012  
Ticker: HOS  
ISIN: US4405431069  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR LARRY D. HORNBECK STEVEN W. KRABLIN JOHN T. RYND	Mgmt Mgmt Mgmt	For For For
2	RATIFICATION OF SELECTION OF AUDITORS - TO RATIFY THE REAPPOINTMENT OF ERNST & YOUNG, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS AND AUDITORS FOR THE FISCAL YEAR 2012.	Mgmt	For
3	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS SET FORTH IN THE PROXY STATEMENT.	Mgmt	For

-----  
ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
Meeting Type: Annual  
Meeting Date: 04-May-2012  
Ticker: ITW  
ISIN: US4523081093  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DANIEL J. BRUTTO	Mgmt	For
1B.	ELECTION OF DIRECTOR: SUSAN CROWN	Mgmt	For
1C.	ELECTION OF DIRECTOR: DON H. DAVIS, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES W. GRIFFITH	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For

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

1G.	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAVID B. SMITH, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
1J.	ELECTION OF DIRECTOR: PAMELA B. STROBEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: KEVIN M. WARREN	Mgmt	For
1L.	ELECTION OF DIRECTOR: ANRE D. WILLIAMS	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

---

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 24-Apr-2012  
Ticker: IBM  
ISIN: US4592001014

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A. J. P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: W. R. BRODY	Mgmt	For
1C	ELECTION OF DIRECTOR: K. I. CHENAULT	Mgmt	For
1D	ELECTION OF DIRECTOR: M. L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: D. N. FARR	Mgmt	For
1F	ELECTION OF DIRECTOR: S. A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: A. N. LIVERIS	Mgmt	For
1H	ELECTION OF DIRECTOR: W. J. MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: J. W. OWENS	Mgmt	For
1J	ELECTION OF DIRECTOR: S. J. PALMISANO	Mgmt	For
1K	ELECTION OF DIRECTOR: V. M. ROMETTY	Mgmt	For
1L	ELECTION OF DIRECTOR: J. E. SPERO	Mgmt	For
1M	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For



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

1N	ELECTION OF DIRECTOR: L. H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 73)	Shr	Against
05	STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS - TRADE ASSOCIATIONS POLICY (PAGE 74)	Shr	Against
06	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 75)	Shr	Against

---

JDS UNIPHASE CORPORATION

Agen

Security: 46612J507  
 Meeting Type: Annual  
 Meeting Date: 16-Nov-2011  
 Ticker: JDSU  
 ISIN: US46612J5074

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR PENELOPE A. HERSCHER MASOOD JABBAR THOMAS WAECHTER	Mgmt Mgmt Mgmt	For For For
2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR JDS UNIPHASE CORPORATION FOR THE FISCAL YEAR ENDING JUNE 30, 2012.	Mgmt	For
3	TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4	TO RECOMMEND, BY NON-BINDING ADVISORY VOTE, THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

---

KANSAS CITY SOUTHERN

Agen

Security: 485170302  
 Meeting Type: Annual

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

Meeting Date: 03-May-2012  
 Ticker: KSU  
 ISIN: US4851703029

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LU M. CORDOVA MICHAEL R. HAVERTY THOMAS A. MCDONNELL	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3A.	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION - ELIMINATION OF CERTAIN SUPERMAJORITY VOTING REQUIREMENTS.	Mgmt	For
3B.	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION - ELIMINATION OF CUMULATIVE VOTING.	Mgmt	For
3C.	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION - TECHNICAL AND CONFORMING CHANGES.	Mgmt	For
4.	ADVISORY (NON-BINDING) VOTE APPROVING THE 2011 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	CONSIDER AND ACT ON A STOCKHOLDER PROPOSAL REGARDING ADOPTING SIMPLE MAJORITY VOTING.	Shr	For

KEYCORP

Agen

Security: 493267108  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: KEY  
 ISIN: US4932671088

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR EDWARD P. CAMPBELL JOSEPH A. CARRABBA CHARLES P. COOLEY ALEXANDER M. CUTLER H. JAMES DALLAS ELIZABETH R. GILE RUTH ANN M. GILLIS WILLIAM G. GISEL, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For

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

	RICHARD J. HIPPLE	Mgmt	For
	KRISTEN L. MANOS	Mgmt	For
	BETH E. MOONEY	Mgmt	For
	BILL R. SANFORD	Mgmt	For
	BARBARA R. SNYDER	Mgmt	For
	THOMAS C. STEVENS	Mgmt	For
2	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4	SHAREHOLDER PROPOSAL REQUESTING CHAIRMAN BE INDEPENDENT DIRECTOR.	Shr	For

---

LAS VEGAS SANDS CORP.

Agen

---

Security: 517834107  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2012  
 Ticker: LVS  
 ISIN: US5178341070

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JASON N. ADER MICHAEL A. LEVEN JEFFREY H. SCHWARTZ	Mgmt Mgmt Mgmt	For For For
2.	TO CONSIDER AND ACT UPON THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	TO CONSIDER AND ACT UPON AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	Against

---

MACY'S INC.

Agen

---

Security: 55616P104  
 Meeting Type: Annual  
 Meeting Date: 18-May-2012  
 Ticker: M  
 ISIN: US55616P1049

---

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

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

1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Mgmt	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2013.	Mgmt	For
3.	APPROVAL OF MACY'S SENIOR EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING RACCOON DOG FUR.	Shr	Against

---

MCDONALD'S CORPORATION

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 24-May-2012  
Ticker: MCD  
ISIN: US5801351017

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Mgmt	For
1B.	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: ANDREW J. MCKENNA	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD THOMPSON	Mgmt	For

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

2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF THE 2012 OMNIBUS STOCK OWNERSHIP PLAN.	Mgmt	For
4.	APPROVAL OF DECLASSIFICATION OF THE BOARD OF DIRECTORS.	Mgmt	For
5.	APPROVAL OF SHAREHOLDERS' RIGHT TO CALL SPECIAL MEETINGS.	Mgmt	For
6.	ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
7.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT.	Shr	Against

-----  
 MEAD JOHNSON NUTRITION COMPANY

Agen

Security: 582839106  
 Meeting Type: Annual  
 Meeting Date: 04-May-2012  
 Ticker: MJN  
 ISIN: US5828391061

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Mgmt	For
1B.	ELECTION OF DIRECTOR: DR. STEVEN M. ALTSCHULER	Mgmt	For
1C.	ELECTION OF DIRECTOR: HOWARD B. BERNICK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANNA C. CATALANO	Mgmt	For
1F.	ELECTION OF DIRECTOR: DR. CELESTE A. CLARK	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES M. CORNELIUS	Mgmt	For
1H.	ELECTION OF DIRECTOR: PETER G. RATCLIFFE	Mgmt	For
1I.	ELECTION OF DIRECTOR: DR. ELLIOTT SIGAL	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT S. SINGER	Mgmt	For
2.	ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Mgmt	For

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

MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2011  
 Ticker: MSFT  
 ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
1	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
5	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
6	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
7	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
8	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
9	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
11	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
13	SHAREHOLDER PROPOSAL 1. ESTABLISHMENT OF A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.	Shr	Against

MONSANTO COMPANY

Agen

Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 24-Jan-2012  
 Ticker: MON  
 ISIN: US61166W1018

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JANICE L. FIELDS	Mgmt	For
1B	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	For
1C	ELECTION OF DIRECTOR: C. STEVEN MCMILLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Mgmt	For
03	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
04	APPROVAL OF THE MONSANTO COMPANY 2005 LONG-TERM INCENTIVE PLAN (AS AMENDED AND RESTATED AS OF JANUARY 24, 2012).	Mgmt	For
05	SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.	Shr	Against

-----  
 NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2011  
 Ticker: NKE  
 ISIN: US6541061031  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For For
2	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
 ORACLE CORPORATION

Agen

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

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 12-Oct-2011  
 Ticker: ORCL  
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN	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	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	Against
3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES RELATING TO EXECUTIVE COMPENSATION.	Mgmt	1 Year
4	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Mgmt	For
5	ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.	Shr	For

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2012  
 Ticker: PM  
 ISIN: US7181721090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C.	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D.	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For



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

1F.	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G.	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
1H.	ELECTION OF DIRECTOR: KALPANA MORPARIA	Mgmt	For
1I.	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT B. POLET	Mgmt	For
1K.	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1L.	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN	Mgmt	For
5.	STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR	Shr	Against
6.	STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE	Shr	Against

-----  
 QUALCOMM INCORPORATED

Agen

-----  
 Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2012  
 Ticker: QCOM  
 ISIN: US7475251036  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN	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	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR	Mgmt	For

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

INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR  
FISCAL YEAR ENDING SEPTEMBER 30, 2012.

03	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	Against
04	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE PLURALITY VOTING PROVISION.	Mgmt	For

-----  
RACKSPACE HOSTING, INC.

Agen

Security: 750086100  
Meeting Type: Annual  
Meeting Date: 02-May-2012  
Ticker: RAX  
ISIN: US7500861007

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S. JAMES BISHKIN	Mgmt	For
1B	ELECTION OF DIRECTOR: FRED REICHHELD	Mgmt	For
1C	ELECTION OF DIRECTOR: MARK P. MELLIN	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE AMENDED AND RESTATED 2007 LONG TERM INCENTIVE PLAN.	Mgmt	For

-----  
SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 11-Apr-2012  
Ticker: SLB  
ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Mgmt	For
1B.	ELECTION OF DIRECTOR: TONY ISAAC	Mgmt	For
1C.	ELECTION OF DIRECTOR: K. VAMAN KAMATH	Mgmt	For

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

1D.	ELECTION OF DIRECTOR: PAAL KIBSGAARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV	Mgmt	For
1F.	ELECTION OF DIRECTOR: ADRIAN LAJOUS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Mgmt	For
1H.	ELECTION OF DIRECTOR: ELIZABETH A. MOLER	Mgmt	For
1I.	ELECTION OF DIRECTOR: LUBNA S. OLAYAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: L. RAFAEL REIF	Mgmt	For
1K.	ELECTION OF DIRECTOR: TORE I. SANDVOLD	Mgmt	For
1L.	ELECTION OF DIRECTOR: HENRI SEYDOUX	Mgmt	For
2.	TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO APPROVE THE COMPANY'S 2011 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS.	Mgmt	For
4.	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5.	TO APPROVE AMENDMENTS TO THE COMPANY'S 2004 STOCK AND DEFERRAL PLAN FOR NON-EMPLOYEE DIRECTORS TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE AND MAKE CERTAIN TECHNICAL CHANGES.	Mgmt	For

---

SHIRE PLC

Agen

Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: SHPGY  
 ISIN: US82481R1068

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2011 AND REPORTS OF THE DIRECTORS AND THE AUDITOR.	Mgmt	For
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2011.	Mgmt	For
03	TO RE-ELECT WILLIAM BURNS AS A DIRECTOR OF THE COMPANY.	Mgmt	For

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

O4	TO RE-ELECT MATTHEW EMMENS AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O5	TO RE-ELECT DR. DAVID GINSBURG AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O6	TO RE-ELECT GRAHAM HETHERINGTON AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O7	TO RE-ELECT DAVID KAPPLER AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O8	TO RE-ELECT ANNE MINTO AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O9	TO RE-ELECT ANGUS RUSSELL AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O10	TO RE-ELECT DAVID STOUT AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O11	TO ELECT SUSAN KILSBY AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O12	TO RE-APPOINT DELOITTE LLP AS THE COMPANY'S AUDITOR UNTIL THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2013.	Mgmt	For
O13	TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITOR.	Mgmt	For
O14	TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED. ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S15	TO RESOLVE THAT, SUBJECT TO THE PASSING OF RESOLUTION 14, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S16	TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED, PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S17	TO RESOLVE THAT A GENERAL MEETING OF THE COMPANY, OTHER THAN AN ANNUAL GENERAL MEETING, MAY BE CALLED ON NOT LESS THAN 14	Mgmt	For

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

CLEAR DAYS' NOTICE.

-----  
 ST. JUDE MEDICAL, INC. Agen

-----  
 Security: 790849103  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: STJ  
 ISIN: US7908491035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN W. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: DANIEL J. STARKS	Mgmt	For
2	TO APPROVE AMENDMENTS TO THE 2007 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
3	TO APPROVE AMENDMENTS TO OUR ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY OUR BOARD OF DIRECTORS.	Mgmt	For
4	ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
5	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For

-----  
 SUPERIOR ENERGY SERVICES, INC. Agen

-----  
 Security: 868157108  
 Meeting Type: Special  
 Meeting Date: 07-Feb-2012  
 Ticker: SPN  
 ISIN: US8681571084  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE ISSUANCE OF SHARES OF SUPERIOR COMMON STOCK TO COMPLETE STOCKHOLDERS PURSUANT TO THE MERGER AGREEMENT.	Mgmt	For
02	ADOPTION OF AN AMENDMENT TO SUPERIOR'S CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF SUPERIOR COMMON STOCK FROM 125,000,000 SHARES TO 250,000,000 SHARES.	Mgmt	For

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

03	AUTHORIZATION OF SUPERIOR'S BOARD OF DIRECTORS, IN ITS DISCRETION, TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF SUPERIOR COMMON STOCK TO COMPLETE STOCKHOLDERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
----	--	------	-----

-----

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

-----

Agen

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2011  
 Ticker: TEVA  
 ISIN: US8816242098

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVE RESOLUTION OF THE BOARD TO DECLARE & DISTRIBUTE CASH DIVIDEND FOR YEAR DECEMBER 31, 2010, PAID IN FOUR INSTALLMENTS IN AN AGGREGATE AMOUNT OF NIS 2.90 PER ORDINARY SHARE (OR ADS).	Mgmt	For
2A	TO APPOINT MR. CHAIM HURVITZ TO THE BOARD OF DIRECTORS.	Mgmt	For
2B	TO APPOINT MR. ORY SLONIM TO THE BOARD OF DIRECTORS.	Mgmt	For
2C	TO APPOINT MR. DAN SUESSKIND TO THE BOARD OF DIRECTORS.	Mgmt	For
3A	APPOINT MR. JOSEPH (YOSSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
3B	APPOINT PROF. DAFNA SCHWARTZ AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
04	APPOINT KESSELMAN & KESSELMAN, MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
05	TO APPROVE THE PURCHASE OF DIRECTORS' & OFFICERS' LIABILITY INSURANCE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
6A	TO APPROVE AN INCREASE IN THE REMUNERATION FOR PROF. MOSHE MANY IN HIS CAPACITY AS	Mgmt	For

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

VICE CHAIRMAN OF THE BOARD OF DIRECTORS,  
ALL AS MORE FULLY DESCRIBED IN THE PROXY  
STATEMENT.

6B	APPROVE REIMBURSEMENT OF EXPENSES TO DR. PHILLIP FROST, CHAIRMAN OF BOARD, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
----	--	------	-----

-----  
THE BOEING COMPANY

Agen

Security: 097023105  
Meeting Type: Annual  
Meeting Date: 30-Apr-2012  
Ticker: BA  
ISIN: US0970231058

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012.	Mgmt	For
4.	REPORT ON POLITICAL AND TRADE ASSOCIATION CONTRIBUTIONS.	Shr	Against
5.	ACTION BY WRITTEN CONSENT.	Shr	For

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

6.	RETENTION OF SIGNIFICANT STOCK BY FORMER EXECUTIVES.	Shr	For
7.	EXTRAORDINARY RETIREMENT BENEFITS.	Shr	For

-----  
 THE COCA-COLA COMPANY

Agen

-----  
 Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: KO  
 ISIN: US1912161007  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	Against
1C.	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD M. DALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1F.	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1I.	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. KOTICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1L.	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
1M.	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1N.	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1O.	ELECTION OF DIRECTOR: PETER V. UEERROTH	Mgmt	For
1P.	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
1Q.	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For



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

-----  
 THE ESTEE LAUDER COMPANIES INC.

Agen

-----  
 Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 11-Nov-2011  
 Ticker: EL  
 ISIN: US5184391044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHARLENE BARSHEFSKY WEI SUN CHRISTIANSON FABRIZIO FREDA JANE LAUDER LEONARD A. LAUDER	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR.	Mgmt	For

-----  
 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

-----  
 Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: PNC  
 ISIN: US6934751057  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For

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

1H.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES E. ROHR	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
1N.	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O.	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

---

THE TIMKEN COMPANY

Agen

Security: 887389104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: TKR  
 ISIN: US8873891043

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JOSEPH W. RALSTON JOHN P. REILLY JOHN M. TIMKEN, JR. JACQUELINE F. WOODS	Mgmt Mgmt Mgmt Mgmt	For For For For
2	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3	TO APPROVE, ON AN ADVISORY BASIS, A RESOLUTION REGARDING NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

---

THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Meeting Type: Annual

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

Meeting Date: 13-Jun-2012  
 Ticker: TJX  
 ISIN: US8725401090

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: BERNARD CAMMARATA	Mgmt	For
1E.	ELECTION OF DIRECTOR: DAVID T. CHING	Mgmt	For
1F.	ELECTION OF DIRECTOR: MICHAEL F. HINES	Mgmt	For
1G.	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1H.	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLOW B. SHIRE	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	APPROVAL OF MATERIAL TERMS OF EXECUTIVE OFFICER PERFORMANCE GOALS UNDER CASH INCENTIVE PLANS.	Mgmt	For
4.	ADVISORY APPROVAL OF TJX'S EXECUTIVE COMPENSATION.	Mgmt	For

THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 13-Mar-2012  
 Ticker: DIS  
 ISIN: US2546871060

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: JUDITH L. ESTRIN	Mgmt	Against
1D	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For

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

1E	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1F	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	Against
1G	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	Against
1I	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	Against
1J	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE 2011 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	Against

---

THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
Meeting Type: Annual  
Meeting Date: 23-May-2012  
Ticker: TMO  
ISIN: US8835561023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: C. MARTIN HARRIS	Mgmt	For
1B.	ELECTION OF DIRECTOR: JUDY C. LEWENT	Mgmt	For
1C.	ELECTION OF DIRECTOR: JIM P. MANZI	Mgmt	For
1D.	ELECTION OF DIRECTOR: LARS R. SORENSEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ELAINE S. ULLIAN	Mgmt	For
2.	AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2012.	Mgmt	For

---

TIDEWATER INC.

Agen

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

Security: 886423102  
 Meeting Type: Annual  
 Meeting Date: 14-Jul-2011  
 Ticker: TDW  
 ISIN: US8864231027

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M. JAY ALLISON JAMES C. DAY RICHARD T. DU MOULIN MORRIS E. FOSTER J. WAYNE LEONARD JON C. MADONNA JOSEPH H. NETHERLAND RICHARD A. PATTAROZZI NICHOLAS J. SUTTON CINDY B. TAYLOR DEAN E. TAYLOR JACK E. THOMPSON	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	SAY ON PAY VOTE - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (AS DISCLOSED IN THE PROXY STATEMENT).	Mgmt	For
03	FREQUENCY VOTE - AN ADVISORY VOTE ON HOW OFTEN THE COMPANY SHOULD HOLD THE SAY ON PAY VOTE.	Mgmt	1 Year
04	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2012.	Mgmt	For

### UNION PACIFIC CORPORATION

Agen

Security: 907818108  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: UNP  
 ISIN: US9078181081

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: A.H. CARD, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: E.B. DAVIS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: T.J. DONOHUE	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.W. DUNHAM	Mgmt	For
1E.	ELECTION OF DIRECTOR: J.R. HOPE	Mgmt	For

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

1F.	ELECTION OF DIRECTOR: C.C. KRULAK	Mgmt	For
1G.	ELECTION OF DIRECTOR: M.R. MCCARTHY	Mgmt	For
1H.	ELECTION OF DIRECTOR: M.W. MCCONNELL	Mgmt	For
1I.	ELECTION OF DIRECTOR: T.F. MCLARTY III	Mgmt	For
1J.	ELECTION OF DIRECTOR: S.R. ROGEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: J.H. VILLARREAL	Mgmt	For
1L.	ELECTION OF DIRECTOR: J.R. YOUNG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE STOCK OWNERSHIP IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	For

-----  
 UNITED PARCEL SERVICE, INC.

Agen

Security: 911312106  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: UPS  
 ISIN: US9113121068

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B)	ELECTION OF DIRECTOR: MICHAEL J. BURNS	Mgmt	For
1C)	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Mgmt	For
1D)	ELECTION OF DIRECTOR: STUART E. EIZENSTAT	Mgmt	For
1E)	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For
1F)	ELECTION OF DIRECTOR: WILLIAM R. JOHNSON	Mgmt	For
1G)	ELECTION OF DIRECTOR: CANDACE KENDLE	Mgmt	For
1H)	ELECTION OF DIRECTOR: ANN M. LIVERMORE	Mgmt	For

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

1I)	ELECTION OF DIRECTOR: RUDY H.P. MARKHAM	Mgmt	For
1J)	ELECTION OF DIRECTOR: CLARK T. RANDT, JR.	Mgmt	For
1K)	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
1L)	ELECTION OF DIRECTOR: CAROL B. TOME	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS UPS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	TO APPROVE THE 2012 OMNIBUS INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	TO APPROVE THE AMENDMENT TO THE DISCOUNTED EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	THE SHAREOWNER PROPOSAL REGARDING LOBBYING DISCLOSURE.	Shr	Against

---

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
Meeting Type: Annual  
Meeting Date: 11-Apr-2012  
Ticker: UTX  
ISIN: US9130171096

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LOUIS R. CHENEVERT	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1F.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1J.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1K.	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1L.	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For

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

2.	APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	Against

-----  
 UNITEDHEALTH GROUP INCORPORATED

Agen

-----  
 Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2012  
 Ticker: UNH  
 ISIN: US91324P1021  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD T. BURKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
1F.	ELECTION OF DIRECTOR: RODGER A. LAWSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1H.	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1I.	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
2.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
4.	CONSIDERATION OF THE SHAREHOLDER PROPOSAL SET FORTH IN THE PROXY STATEMENT, IF PROPERLY PRESENTED AT THE 2012 ANNUAL MEETING OF SHAREHOLDERS.	Shr	Against



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

-----  
 URBAN OUTFITTERS, INC. Agen

Security: 917047102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2012  
 Ticker: URBN  
 ISIN: US9170471026  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD A. HAYNE HARRY S. CHERKEN, JR.	Mgmt Mgmt	Withheld Withheld
2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For
3	SHAREHOLDER PROPOSAL REGARDING BOARD NOMINEE REQUIREMENTS.	Shr	Against
4	SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.	Shr	For
5	SHAREHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD.	Shr	For

-----  
 VARIAN MEDICAL SYSTEMS, INC. Agen

Security: 92220P105  
 Meeting Type: Annual  
 Meeting Date: 09-Feb-2012  
 Ticker: VAR  
 ISIN: US92220P1057  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR TIMOTHY E. GUERTIN DAVID J. ILLINGWORTH R. NAUMANN-ETIENNE	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE VARIAN MEDICAL SYSTEMS, INC. 2005 OMNIBUS STOCK PLAN.	Mgmt	For

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

04 TO RATIFY THE APPOINTMENT OF Mgmt For  
 PRICEWATERHOUSECOOPERS LLP AS VARIAN  
 MEDICAL SYSTEMS, INC.'S INDEPENDENT  
 REGISTERED PUBLIC ACCOUNTING FIRM FOR  
 FISCAL YEAR 2012.

-----  
 VERISIGN, INC. Agen

-----  
 Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: VRSN  
 ISIN: US92343E1029  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: D. JAMES BIDZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM L. CHENEVICH	Mgmt	For
1C	ELECTION OF DIRECTOR: KATHLEEN A. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: ROGER H. MOORE	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN D. ROACH	Mgmt	For
1F	ELECTION OF DIRECTOR: LOUIS A. SIMPSON	Mgmt	For
1G	ELECTION OF DIRECTOR: TIMOTHY TOMLINSON	Mgmt	For
2	TO APPROVE, ON AN ADVISORY BASIS, VERISIGN, INC.'S EXECUTIVE COMPENSATION.	Mgmt	For
3	TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

-----  
 WALTER INVESTMENT MGMT. CORP Agen

-----  
 Security: 93317W102  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: WAC  
 ISIN: US93317W1027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		

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

	MARK O'BRIEN	Mgmt	For
	SHANNON SMITH	Mgmt	For
2	ADVISORY VOTE ON EXECUTIVE COMPENSATION FOR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3	APPROVAL AND RATIFICATION OF REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM. PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR.	Mgmt	For

-----  
WATSON PHARMACEUTICALS, INC.

Agen

Security: 942683103  
Meeting Type: Annual  
Meeting Date: 11-May-2012  
Ticker: WPI  
ISIN: US9426831031

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JACK MICHELSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD R. TAYLOR	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANDREW L. TURNER	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	TO APPROVE AN ANNUAL INCENTIVE PLAN WHICH, IF APPROVED, IS GENERALLY INTENDED TO ALLOW COMPENSATION PAID THEREUNDER TO COVERED EMPLOYEES TO QUALIFY AS "QUALIFIED PERFORMANCE-BASED COMPENSATION" WITHIN THE MEANING OF 162(M) OF THE UNITED STATES INTERNAL REVENUE CODE (AS AMENDED) (THE "CODE").	Mgmt	For
4.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For

-----  
WELLS FARGO & COMPANY

Agen

Security: 949746101  
Meeting Type: Annual  
Meeting Date: 24-Apr-2012

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

Ticker: WFC  
ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Mgmt	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1F)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I)	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1J)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Mgmt	For
1K)	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1L)	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1M)	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N)	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1O)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
2.	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.	Mgmt	For
3.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2012.	Mgmt	For
4.	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
5.	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Shr	Against
6.	STOCKHOLDER PROPOSAL TO AMEND THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS TO NOMINATE DIRECTOR CANDIDATES FOR INCLUSION IN THE COMPANY'S PROXY MATERIALS.	Shr	For
7.	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.	Shr	Against

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

\* 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 Enhanced Equity Income Fund II
By (Signature)	/s/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/07/2012