



06062177

cek
1340736
Director
Securities Operations

NYSE Group, Inc. | 211 Broad Street
New York, New York 10015
t 212.656.5026 | f 212.656.5893
pmadho@nyse.com

CERTNYS

REC'D S.E.C.
NOV 22 2006
1086

1-32708

November 22, 2006

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531
100 F Street, NE
Washington, DC 20549

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933, EATON VANCE TAX-MANAGED DIVERSIFIED EQUITY INCOME FUND, Common Shares of Beneficial Interest, \$0.01 Par Value Per Share. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A/A (Amendment No. 1) received on November 22, 2006. Tentative listing date - November 28, 2006.

Sincerely,

[Handwritten signature]

PROCESSED

NOV 29 2006

THOMSON FINANCIAL