Eaton Vance Enhanced Equity Income Fund II Form N-Q May 25, 2012

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

### Washington, D.C. 20549

# Form N-Q

### QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED

#### MANAGEMENT INVESTMENT COMPANIES

#### <u>811-21670</u>

**Investment Company Act File Number** 

# **Eaton Vance Enhanced Equity Income Fund II**

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant s Telephone Number, Including Area Code)

December 31

Date of Fiscal Year End

March 31, 2012

Date of Reporting Period

Item 1. Schedule of Investments

Eaton Vance

March 31, 2012

**Enhanced Equity Income Fund II** 

Portfolio of Investments (Unaudited)

Common Stocks 96.9 <sup>(%)</sup>			
Security	N(000.000.000 Shares	N	(000.000.000 Value
Aerospace & Defense 2.6%			
Boeing Co. (The)	88,910	\$	6,612,237
United Technologies Corp.	110,273		9,146,042
		\$	15,758,279
Air Freight & Logistics 0.8%			
United Parcel Service, Inc., Class B	61,728	\$	4,982,684
		\$	4,982,684
		Ŧ	.,, 02,001
Beverages 4.0%			
Beam, Inc.	87,921	\$	5,149,533
Coca-Cola Co. (The)	258,513		19,132,547
		\$	24,282,080
			, ,
Biotechnology 2.4%			
Celgene Corp. <sup>(2)</sup>	105,573	\$	8,184,019
Gilead Sciences, Inc. <sup>(2)</sup>	139,673		6,823,026
		\$	15,007,045
		Ŧ	10,007,010
Capital Markets 0.2%			
Walter Investment Management Corp.	62,046	\$	1,399,137
		\$	1,399,137
Chemicals 3.4%	45,828	¢	4 207 010
Air Products and Chemicals, Inc. Ecolab, Inc.	45,828 110,560	\$	4,207,010 6,823,763
Monsanto Co.	124,971		9,967,687
monouno co.	127,971		2,201,001
		\$	20,998,460
		Ψ	_0,20,100
Commercial Banks 1.7%			
KeyCorp	265,905	\$	2,260,192
			,,-/=

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PNC Financial Services Group, Inc.	49,540	3,194,835
Wells Fargo & Co.	145,818	4,978,227
		\$ 10,433,254
Communications Equipment 3.2%		
QUALCOMM, Inc.	292,028	\$ 19,863,745
		\$ 19,863,745
Computers & Peripherals 8.3%		
Apple, Inc. <sup>(2)</sup>	74,346	\$ 44,568,197
EMC Corp. <sup>(2)</sup>	217,589	6,501,559
		\$ 51,069,756

Fluor Corp.       69,813       \$ <ul> <li>4,191,57:</li> <li>Consumer Finance 1.1%</li> <li>American Express Co.</li> <li>111,832</li> <li>5             <li>6,470,599</li> </li></ul> Diversified Telecommunication Services 0.5%	Security	N(000.000.000 Shares	N	(000.000.000 Value
S         4,191,577           Consumer Finance         1.1%           American Express Co.         111,832         S         6,470,599           Diversified Telecommunication Services         0.5%         8         6,470,599           CenturyLink, Inc.         80,433         S         3,108,733           Electrical Equipment         0.6%         8         3,407,783           Emerson Electric Co.         67,033         S         3,497,783           Halibhurton Co.         127,440         S         4,229,73-           Hornbeck Offshore Services         2.9%         134,582         5,656,48           Schlumberger, Ltd.         113,844         7,961,11         5         4,229,73-           Food & Staples Retailing         1.0%         69,157         S         6,279,450           Costo Wholesale Corp.         69,157         S         6,279,450           Food Products         0.5%         39,347         S         3,245,34           Health Care Equipment & Supplies         2.3%         49,925         S         2,729,890           Covidien PLC         49,925         S         2,729,893         5,3245,341           Health Care Equipment & Supplies         2.3%         6,780,311				
Consumer Finance 1.1%         111.832         \$ 6.470.599           American Express Co.         111.832         \$ 6.470.599           Diversified Telecommunication Services 0.5%         80.433         \$ 3.108,733           ConturyLink, Inc.         80.433         \$ 3.108,733           Electrical Equipment 0.6%         \$ 3.497,783           Energy Equipment & Services 2.9%         \$ 3.497,783           Hallburto Co.         127,440         \$ 4.229,738           Hornbeck Offshore Services, Inc. <sup>(3)</sup> \$ 4.229,738           Schlamberger, Ltd.         113,844         7,961,113           Food & Staples Retailing 1.0%         \$ 6,279,450         \$ 6,279,450           Coxico Wholesale Corp.         69,157         \$ 6,279,450           Food Products 0.5%         \$ 3,245,341         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 2,729,890         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 2,729,890         \$ 5,700,310           Ovidien PLC         \$ 13,3320         \$ 6,770,031         \$ 13,353,303           Health Care Providers & Services 2.6%         \$ 14,359         \$ 6,377,665           Health Care Providers & Cox, KGaA ADR         \$ 4,359         \$ 307,965	Fluor Corp.	69,813	\$	4,191,572
Consumer Finance 1.1%         111.832         \$ 6.470.599           American Express Co.         111.832         \$ 6.470.599           Diversified Telecommunication Services 0.5%         80.433         \$ 3.108,733           ConturyLink, Inc.         80.433         \$ 3.108,733           Electrical Equipment 0.6%         \$ 3.497,783           Energy Equipment & Services 2.9%         \$ 3.497,783           Hallburto Co.         127,440         \$ 4.229,738           Hornbeck Offshore Services, Inc. <sup>(3)</sup> \$ 4.229,738           Schlamberger, Ltd.         113,844         7,961,113           Food & Staples Retailing 1.0%         \$ 6,279,450         \$ 6,279,450           Coxico Wholesale Corp.         69,157         \$ 6,279,450           Food Products 0.5%         \$ 3,245,341         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 2,729,890         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 2,729,890         \$ 5,700,310           Ovidien PLC         \$ 13,3320         \$ 6,770,031         \$ 13,353,303           Health Care Providers & Services 2.6%         \$ 14,359         \$ 6,377,665           Health Care Providers & Cox, KGaA ADR         \$ 4,359         \$ 307,965				
American Express Co.       111,832       \$ 6,470,599         Diversified Telecommunication Services 0.5%       8       6,470,599         CenturyLink, Inc.       80,433       \$ 3,108,733         Electrical Equipment 0.6%       8       3,108,733         Enerson Electric Co.       67,033       \$ 3,497,782         Energy Equipment 0.6%       8       3,497,782         Energy Equipment & Services 2.9%       134,582       5,656,48         Halliburton Co.       127,440       \$ 4,229,734         Hornbeck Offshore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Lid.       113,844       7,961,11         Schlumberger, Lid.       113,844       7,961,11         Food X Staples Retailing 1.0%       6,9,157       \$ 6,279,451         Food Products 0.5%       9,347       \$ 3,245,341         Health Care Equipment & Supplies 2.3%       6,790,310       \$ 2,729,890         Covidien PLC       153,020       6,770,635       6,770,635         St. Jude Medical, Inc.       153,020       6,770,305       5 13,935,934         Health Care Equipment & Supplies 2.3%       6,777,685       13,935,934         Health Care Providers & Services 2.6%       4,359       5,077,685			\$	4,191,572
American Express Co.       111,832       \$ 6,470,599         Diversified Telecommunication Services 0.5%       8       6,470,599         CenturyLink, Inc.       80,433       \$ 3,108,733         Electrical Equipment 0.6%       8       3,108,733         Enerson Electric Co.       67,033       \$ 3,497,782         Energy Equipment 0.6%       8       3,497,782         Energy Equipment & Services 2.9%       134,582       5,656,48         Halliburton Co.       127,440       \$ 4,229,734         Hornbeck Offshore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Lid.       113,844       7,961,11         Schlumberger, Lid.       113,844       7,961,11         Food X Staples Retailing 1.0%       6,9,157       \$ 6,279,451         Food Products 0.5%       9,347       \$ 3,245,341         Health Care Equipment & Supplies 2.3%       6,790,310       \$ 2,729,890         Covidien PLC       153,020       6,770,635       6,770,635         St. Jude Medical, Inc.       153,020       6,770,305       5 13,935,934         Health Care Equipment & Supplies 2.3%       6,777,685       13,935,934         Health Care Providers & Services 2.6%       4,359       5,077,685				
biversified Telecommunication Services 0.5%         5         6.470.59%           CenturyLink, Inc.         80,433         \$         3,108,733           Electrical Equipment 0.6%         5         3,108,738           Electrical Equipment 0.6%         67.033         \$         3,497,788           Energy Equipment & Services 2.9%         8         3,497,788         \$         3,497,788           Energy Equipment & Services 2.9%         11         \$         4,229,73-         \$         3,497,788           Morrbock Offshore Services, Inc. <sup>(9)</sup> 134,582         \$         4,229,73-         \$         4,229,73-           Haliburon Co.         127,440         \$         4,229,73-         \$         4,229,73-           Horrbock Offshore Services, Inc. <sup>(9)</sup> 134,582         \$         5,656,448         7,961,111           Cord & Staples Retailing 1.0%         5         6,279,450         \$         6,279,450           Costco Wholesale Corp.         69,157         \$         6,279,450           Food Products 0.5%         \$         3,245,341           Health Care Equipment & Supplies 2.3%         \$         3,245,341           Health Care Equipment & Supplies 2.3%         \$         2,729,869           S1, Jude Medical, Inc.			<i>.</i>	
Diversified Telecommunication Services 0.5%         80,433         \$ 3,108,733           CenturyLink, Inc.         \$ 3,108,733         \$ 3,108,733           Electrical Equipment 0.6%         67,033         \$ 3,497,783           Emerson Electric Co.         67,033         \$ 3,497,783           Energy Equipment & Services 2.9%         127,440         \$ 4,229,73-           Hallburton Co.         127,440         \$ 4,229,73-           Hombeck Offshore Services, Inc. <sup>(3)</sup> 134,582         \$ 5,656,484           Schlumberger, Ltd.         113,844         7,961,117           Sector Wholesale Corp.         69,157         \$ 6,279,450           Costco Wholesale Corp.         69,157         \$ 6,279,450           Food & Staples Retailing 1.0%         \$ 3,245,341         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 3,245,341         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 3,245,341         \$ 3,245,341           Health Care Providers & Services 2.6%         \$ 13,335,931         \$ 4,425,711           Sector Providers & Services 2.6%         \$ 6,377,687         \$ 5,376,87           Freesenius Medical Care AG & Co. KGa ADR         \$ 4,359         \$ 307,967	American Express Co.	111,832	\$	6,470,599
Diversified Telecommunication Services 0.5%         80,433         \$ 3,108,733           CenturyLink, Inc.         \$ 3,108,733         \$ 3,108,733           Electrical Equipment 0.6%         67,033         \$ 3,497,783           Emerson Electric Co.         67,033         \$ 3,497,783           Energy Equipment & Services 2.9%         127,440         \$ 4,229,73-           Hallburton Co.         127,440         \$ 4,229,73-           Hombeck Offshore Services, Inc. <sup>(3)</sup> 134,582         \$ 5,656,484           Schlumberger, Ltd.         113,844         7,961,117           Sector Wholesale Corp.         69,157         \$ 6,279,450           Costco Wholesale Corp.         69,157         \$ 6,279,450           Food & Staples Retailing 1.0%         \$ 3,245,341         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 3,245,341         \$ 3,245,341           Health Care Equipment & Supplies 2.3%         \$ 3,245,341         \$ 3,245,341           Health Care Providers & Services 2.6%         \$ 13,335,931         \$ 4,425,711           Sector Providers & Services 2.6%         \$ 6,377,687         \$ 5,376,87           Freesenius Medical Care AG & Co. KGa ADR         \$ 4,359         \$ 307,967				
CenturyLink, Inc.       80,433       \$ 3,108,733         Electrical Equipment 0.6%       5 3,108,733         Emerson Electric Co.       67,033       \$ 3,497,783         Benergy Equipment & Services 2.9%       5       5         Halliburton Co.       127,440       \$ 4,229,733         Hornbeck OffShore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Ltd.       113,844       7,961,113         Food & Staples Retailing 1.0%       69,157       \$ 6,279,456         Costco Wholesale Corp.       69,157       \$ 6,279,456         Food Products 0.5%       93,347       \$ 3,245,341         Health Care Equipment & Supplies 2.3%       6,41,78       4,425,713         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> \$ 13,935,930       \$ 13,935,930         Health Care Providers & Services 2.6%       4,4359       \$ 0,77,68			\$	6,470,599
CenturyLink, Inc.       80,433       \$ 3,108,733         Electrical Equipment 0.6%       5 3,108,733         Emerson Electric Co.       67,033       \$ 3,497,783         Benergy Equipment & Services 2.9%       5       5         Halliburton Co.       127,440       \$ 4,229,733         Hornbeck OffShore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Ltd.       113,844       7,961,113         Food & Staples Retailing 1.0%       69,157       \$ 6,279,456         Costco Wholesale Corp.       69,157       \$ 6,279,456         Food Products 0.5%       93,347       \$ 3,245,341         Health Care Equipment & Supplies 2.3%       6,41,78       4,425,713         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> \$ 13,935,930       \$ 13,935,930         Health Care Providers & Services 2.6%       4,4359       \$ 0,77,68				
\$ 3,108,73           Electrical Equipment 0.6%           Emerson Electric Co.         67,033         \$ 3,497,783           \$ 3,497,783         \$ 3,497,783         \$ 3,497,783           Energy Equipment & Services 2.9%         \$ 4,229,734         \$ 4,229,734           Halliburton Co.         127,440         \$ 4,229,734           Schlumberger, Ltd.         113,844         7,061,11           Schlumberger, Ltd.         113,844         7,061,11           Food & Staples Retailing 1.0%         69,157         \$ 6,279,450           Costco Wholesale Corp.         69,157         \$ 6,279,450           Food A Staples Retailing 1.0%         69,157         \$ 6,279,450           Costco Wholesale Corp.         69,157         \$ 6,279,450           Mead Johnson Nutrition Co.         39,347         \$ 3,245,341           Health Care Equipment & Supplies 2.3%          \$ 3,245,341           Covidien PLC         49,925         \$ 2,729,899           St. Jude Medical, Inc.         153,020         6,780,311           Varian Medical Systems, Inc. <sup>(3)</sup> 64,178         4,425,712           \$ 13,935,930         \$ 13,935,933         \$ 13,935,933           Health Care Providers & Services 2.6%         \$ 6,377,685         \$ 6,377,685		00.422	¢	2 100 725
Electrical Equipment         0.6%           Emerson Electric Co.         67,033         \$         3,497,78:           merson Electric Co.         \$         3,497,78:         \$         3,497,78:           Energy Equipment & Services         2.9%         \$         4,229,73:         \$         4,229,73:           Halliburton Co.         127,440         \$         4,229,73:         \$         5,656,48:           Schlumberger, Ltd.         113,844         7,961,11:         \$         17,847,320           Food & Staples Retailing         1.0%         \$         17,847,320           Costco Wholesale Corp.         69,157         \$         6,279,456           Mead Johnson Nutrition Co.         39,347         \$         3,245,34:           Health Care Equipment & Supplies         2.3%         \$	CenturyLink, Inc.	80,433	\$	3,108,735
Electrical Equipment         0.6%           Emerson Electric Co.         67,033         \$         3,497,78:           merson Electric Co.         \$         3,497,78:         \$         3,497,78:           Energy Equipment & Services         2.9%         \$         4,229,73:         \$         4,229,73:           Halliburton Co.         127,440         \$         4,229,73:         \$         5,656,48:           Schlumberger, Ltd.         113,844         7,961,11:         \$         17,847,320           Food & Staples Retailing         1.0%         \$         17,847,320           Costco Wholesale Corp.         69,157         \$         6,279,456           Mead Johnson Nutrition Co.         39,347         \$         3,245,34:           Health Care Equipment & Supplies         2.3%         \$			¢	
Emerson Electric Co. 67,033 \$ 3,497,783 <b>Energy Equipment &amp; Services 2.9%</b> Halliburton Co. 127,440 \$ 4,229,73 Hombeck Offshore Services, Inc. <sup>(2)</sup> 134,582 5,556,48 Schlumberger, Ltd. 113,844 7,961,113 <b>Food &amp; Staples Retailing 1.0%</b> Costco Wholesale Corp. 69,157 \$ 6,279,450 <b>Food Products 0.5%</b> Mead Johnson Nutrition Co. 39,347 \$ 3,245,341 <b>Health Care Equipment &amp; Supplies 2.3%</b> Cost of Place 2.3% Cost of Place 2.3% Health Care Providers & Services 2.6% Health Care Providers & Services 2.6% AmerisourceBergen Corp. 160,728 \$ 6,377,685 S 13,935,930 Health Care Providers & Services 2.6% AmerisourceBergen Corp. 160,728 \$ 6,377,685 S 13,935,930 Health Care AG & Co, KGaA ADR			\$	3,108,735
Emerson Electric Co. 67,033 \$ 3,497,783 <b>Energy Equipment &amp; Services 2.9%</b> Halliburton Co. 127,440 \$ 4,229,73 Hombeck Offshore Services, Inc. <sup>(2)</sup> 134,582 5,556,48 Schlumberger, Ltd. 113,844 7,961,113 <b>Food &amp; Staples Retailing 1.0%</b> Costco Wholesale Corp. 69,157 \$ 6,279,450 <b>Food Products 0.5%</b> Mead Johnson Nutrition Co. 39,347 \$ 3,245,341 <b>Health Care Equipment &amp; Supplies 2.3%</b> Cost of Place 2.3% Cost of Place 2.3% Health Care Providers & Services 2.6% Health Care Providers & Services 2.6% AmerisourceBergen Corp. 160,728 \$ 6,377,685 S 13,935,930 Health Care Providers & Services 2.6% AmerisourceBergen Corp. 160,728 \$ 6,377,685 S 13,935,930 Health Care AG & Co, KGaA ADR				
\$ 3,497,78:         Energy Equipment & Services 2.9%         Halliburton Co.       127,440       \$ 4,229,73         Hornbeck Offshore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Ltd.       113,844       7,961,11: <b>Source Services, Inc.</b> <sup>(2)</sup> Food & Staples Retailing 1.0%         Costco Wholesale Corp.       69,157       \$ 6,279,450         Food Products 0.5%         Mead Johnson Nutrition Co.       39,347       \$ 3,245,34:         Health Care Equipment & Supplies 2.3%         Covidien PLC       49,925       \$ 2,729,896         Svi Jude Medical, Inc.       153,020       6,780,310       \$ 13,935,930         Health Care Providers & Services 2.6%         Health Care Providers & Services 2.6%         Health Care Providers & Services 2.6%         AmerisourceBergen Corp.       160,728       \$ 6,377,681         Freeenius Medical Care AG & Co. KGaA ADR       4,359       307,965		(7.000	¢	2 407 702
Energy Equipment & Services         2.9%           Halliburton Co.         127,440         \$         4,229,73           Hombeck Offshore Services, Inc. <sup>(2)</sup> 134,582         5,656,48           Schlumberger, Ltd.         113,844         7,961,11: <b>Food &amp; Staples Retailing 1.0%</b> Costco Wholesale Corp.         69,157         \$         6,279,456           Food Products         0.5%         \$         6,279,456           Mead Johnson Nutrition Co.         39,347         \$         3,245,34:           Health Care Equipment & Supplies         2.3%         \$         3,245,34:           Covidien PLC         49,925         \$         2,729,896           St. Jude Medical, Inc.         153,020         6,780,310           Varian Medical Systems, Inc. <sup>(2)</sup> 64,178         4,425,713           Karlen Care Providers & Services         2.6%         \$           Health Care Providers & Services         2.6%         \$           Health Care Corp.         160,728         \$           Fresenius Medical Care AG & Co, KGaA ADR         4,359         307,966	Emerson Electric Co.	67,033	\$	3,497,782
Energy Equipment & Services         2.9%           Halliburton Co.         127,440         \$         4,229,73           Hombeck Offshore Services, Inc. <sup>(2)</sup> 134,582         5,656,48           Schlumberger, Ltd.         113,844         7,961,11: <b>Food &amp; Staples Retailing 1.0%</b> Costco Wholesale Corp.         69,157         \$         6,279,456           Food Products         0.5%         \$         6,279,456           Mead Johnson Nutrition Co.         39,347         \$         3,245,34:           Health Care Equipment & Supplies         2.3%         \$         3,245,34:           Covidien PLC         49,925         \$         2,729,896           St. Jude Medical, Inc.         153,020         6,780,310           Varian Medical Systems, Inc. <sup>(2)</sup> 64,178         4,425,713           Karlen Care Providers & Services         2.6%         \$           Health Care Providers & Services         2.6%         \$           Health Care Corp.         160,728         \$           Fresenius Medical Care AG & Co, KGaA ADR         4,359         307,966			<b>.</b>	2 405 502
Halliburton Co.       127,440       \$       4,229,73-         Hornbeck Offshore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Ltd.       113,844       7,961,11         Food & Staples Retailing       1.0%       \$       17,847,324         Costco Wholesale Corp.       69,157       \$       6,279,456         Food Products       0.5%       \$       6,279,456         Mead Johnson Nutrition Co.       39,347       \$       3,245,341         Health Care Equipment & Supplies       2.3%       \$       2,729,896         Covidien PLC       49,925       \$       2,729,896         St, Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,711         Kealth Care Providers & Services       2.6%       AmerisourceBergen Corp.       160,728       \$       6,377,687         Fresenius Medical Care AG & Co. KGaA ADR       4,359       307,966       307,966       307,966			\$	3,497,782
Halliburton Co.       127,440       \$       4,229,73-         Hornbeck Offshore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Ltd.       113,844       7,961,11         Food & Staples Retailing       1.0%       \$       17,847,324         Costco Wholesale Corp.       69,157       \$       6,279,456         Food Products       0.5%       \$       6,279,456         Mead Johnson Nutrition Co.       39,347       \$       3,245,341         Health Care Equipment & Supplies       2.3%       \$       2,729,896         Covidien PLC       49,925       \$       2,729,896         St, Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,711         Kealth Care Providers & Services       2.6%       AmerisourceBergen Corp.       160,728       \$       6,377,687         Fresenius Medical Care AG & Co. KGaA ADR       4,359       307,966       307,966       307,966				
Hombeck Offshore Services, Inc. <sup>(2)</sup> 134,582       5,656,48         Schlumberger, Ltd.       113,844       7,961,11 <b>Food &amp; Staples Retailing 1.0% 17,847,320</b> Costco Wholesale Corp.       69,157       \$ 6,279,450         Food Products 0.5% <b>8 6,279,450</b> Mead Johnson Nutrition Co.       39,347       \$ 3,245,341         Health Care Equipment & Supplies 2.3% <b>133,020</b> 6,780,310         Covidien PLC       49,925       \$ 2,729,895         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> <b>8 13,935,930</b> Health Care Providers & Services 2.6% <b>8</b> Health Care AG & Co, KGa ADR <b>160,728</b> \$ 6,377,687		127.440	¢	4 220 724
Schlumberger, Ltd.       113,844       7,961,111 <b>\$ 17,847,320 Food &amp; Staples Retailing 1.0%</b> Costco Wholesale Corp.       69,157       \$       6,279,450 <b>\$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 6,279,450 \$ 3,245,341 \$ \$ 3,245,341 Health Care Equipment &amp; Supplies 2.3% \$ 2,729,899 \$ 13,3020 6,780,310</b>			\$	
Food & Staples Retailing 1.0%       5       17,847,324         Costco Wholesale Corp.       69,157       \$       6,279,450         © 600 Products 0.5%       \$       6,279,450       \$       6,279,450         Mead Johnson Nutrition Co.       39,347       \$       3,245,341         Health Care Equipment & Supplies 2.3%       \$       3,245,341         Covidien PLC       49,925       \$       2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> \$       13,935,930         Health Care Providers & Services 2.6%				
Food & Staples Retailing 1.0%       69,157       \$ 6,279,450         Costco Wholesale Corp.       \$ 6,279,450       \$ 6,279,450         Food Products 0.5%	Semanoorgoi, Eta.	113,011		7,901,111
Food & Staples Retailing 1.0%       69,157       \$ 6,279,450         Costco Wholesale Corp.       \$ 6,279,450       \$ 6,279,450         Food Products 0.5%			\$	17.847.326
Costco Wholesale Corp.       69,157       \$ 6,279,450         Food Products       0.5%       *         Mead Johnson Nutrition Co.       39,347       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       *         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> *       13,935,930         Health Care Providers & Services       2.6%       *         Health Care AG & Co. KGaA ADR       4,359       307,964			Ψ	1,01,020
Costco Wholesale Corp.       69,157       \$ 6,279,450         Food Products       0.5%       *         Mead Johnson Nutrition Co.       39,347       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       *         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> *       13,935,930         Health Care Providers & Services       2.6%       *         Health Care AG & Co. KGaA ADR       4,359       307,964	Food & Staples Retailing 1.0%			
Food Products 0.5%		69.157	\$	6.279.456
Food Products       0.5%         Mead Johnson Nutrition Co.       39,347       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       2.729,899         St. Jude Medical, Inc.       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,711         Health Care Providers & Services 2.6%         Health Care Providers & Services       2.6%         MerisourceBergen Corp.       160,728       \$ 6,377,687         Fresenius Medical Care AG & Co. KGaA ADR       4,359       307,964			+	0,217,100
Food Products       0.5%         Mead Johnson Nutrition Co.       39,347       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       2.729,899         St. Jude Medical, Inc.       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,711         Health Care Providers & Services 2.6%         Health Care Providers & Services       2.6%         MerisourceBergen Corp.       160,728       \$ 6,377,687         Fresenius Medical Care AG & Co. KGaA ADR       4,359       307,964			\$	6.279.456
Mead Johnson Nutrition Co.       39,347       \$ 3,245,341         #ealth Care Equipment & Supplies       2.3%       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       \$ 2,729,899         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,316         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715         #ealth Care Providers & Services       2.6%       \$ 13,935,930         Health Care Providers & Services       2.6%       5 6,377,687         Fresenius Medical Care AG & Co. KGaA ADR       4,359       307,964			Ψ	0,277,100
Mead Johnson Nutrition Co.       39,347       \$ 3,245,341         #ealth Care Equipment & Supplies       2.3%       \$ 3,245,341         Health Care Equipment & Supplies       2.3%       \$ 2,729,899         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,316         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715         #ealth Care Providers & Services       2.6%       \$ 13,935,930         Health Care Providers & Services       2.6%       5 6,377,687         Fresenius Medical Care AG & Co. KGaA ADR       4,359       307,964	Food Products 0.5%			
#ealth Care Equipment & Supplies       2.3%         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715 <b>Health Care Providers &amp; Services 2.6%</b> Health Care Providers & Services 2.6%         Fresenius Medical Care AG & Co. KGaA ADR       160,728       \$ 6,377,687	Mead Johnson Nutrition Co.	39,347	\$	3,245,341
Health Care Equipment & Supplies       2.3%         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,316         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715 <b>Health Care Providers &amp; Services 2.6%</b> Health Care Providers & Services 2.6%         Fresenius Medical Care AG & Co. KGaA ADR			·	, ,
Health Care Equipment & Supplies       2.3%         Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,316         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715 <b>Health Care Providers &amp; Services 2.6%</b> Health Care Providers & Services 2.6%         Fresenius Medical Care AG & Co. KGaA ADR			\$	3,245,341
Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715 <b>Health Care Providers &amp; Services 2.6%</b> Health Care Providers & Services 2.6%         Fresenius Medical Care AG & Co. KGaA ADR				, , ,- ,
Covidien PLC       49,925       \$ 2,729,899         St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715 <b>Health Care Providers &amp; Services 2.6%</b> Health Care Providers & Services 2.6%         Fresenius Medical Care AG & Co. KGaA ADR	Health Care Equipment & Supplies 2.3%			
St. Jude Medical, Inc.       153,020       6,780,310         Varian Medical Systems, Inc. <sup>(2)</sup> 64,178       4,425,715 <b>Health Care Providers &amp; Services</b> 2.6% <b>13,935,930</b> Health Care Providers & Services       2.6%       5         AmerisourceBergen Corp.       160,728       \$       6,377,687         Fresenius Medical Care AG & Co. KGAA ADR       4,359       307,964	Covidien PLC	49,925	\$	2,729,899
Health Care Providers & Services         2.6%           AmerisourceBergen Corp.         160,728         \$ 6,377,68           Fresenius Medical Care AG & Co. KGaA ADR         4,359         307,964	St. Jude Medical, Inc.	153,020		6,780,316
Health Care Providers & Services2.6%AmerisourceBergen Corp.160,7286,377,68Fresenius Medical Care AG & Co. KGaA ADR4,359307,964	Varian Medical Systems, Inc. <sup>(2)</sup>	64,178		4,425,715
Health Care Providers & Services2.6%AmerisourceBergen Corp.160,7286,377,68Fresenius Medical Care AG & Co. KGaA ADR4,359307,964				
AmerisourceBergen Corp.160,728\$6,377,687Fresenius Medical Care AG & Co. KGaA ADR4,359307,964			\$	13,935,930
AmerisourceBergen Corp.160,728\$6,377,687Fresenius Medical Care AG & Co. KGaA ADR4,359307,964				
Fresenius Medical Care AG & Co. KGaA ADR 4,359 307,964				
	AmerisourceBergen Corp.		\$	6,377,687
UnitedHealth Group, Inc. 152,378 8,981,159				307,964
	UnitedHealth Group, Inc.	152,378		8,981,159

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		\$ 15,666,810
Health Care Technology 0.5%		
Allscripts Healthcare Solutions, Inc. <sup>(2)</sup>	191,511	\$ 3,179,083
		\$ 3,179,083
Hotels, Restaurants & Leisure 2.5%		
Las Vegas Sands Corp.	88,007	\$ 5,066,563

Security	N(000.000.000 Shares	N	(000.000.000 Value
McDonald s Corp.	103,025		10,106,752
		\$	15,173,315
Household Products 1.6%			
Colgate-Palmolive Co.	98,191	\$	9,601,116
		\$	9,601,116
Industrial Conglomerates 2.2%			
Danaher Corp.	237,462	\$	13,297,872
		\$	13,297,872
Internet & Catalog Retail 2.3%			
Amazon.com, Inc. <sup>(2)</sup>	69,039	\$	13,981,088
		\$	13,981,088
Internet Software & Services 7.0% eBay, Inc. <sup>(2)</sup>	303,418	\$	11,193,090
Equinix, Inc. <sup>(2)</sup>	22,122	ψ	3,483,109
Google, Inc., Class A <sup>(2)</sup>	30,660		19,660,418
Rackspace Hosting, Inc. <sup>(2)</sup>	35,008		2,023,112
VeriSign, Inc.	163,990		6,287,377
		\$	42,647,106
IT Services 5.8%			
Accenture PLC, Class A	149,846	\$	9,665,067
International Business Machines Corp.	123,079		25,680,433
		\$	35,345,500
Life Sciences Tools & Services 0.5%			
Thermo Fisher Scientific, Inc.	49,470	\$	2,789,119
		\$	2,789,119
Machinery 1.6%			
Deere & Co.	77,883	\$	6,300,735
Timken Co. (The)	74,542		3,782,261
		\$	10,082,996
Media 1.9%			
Comcast Corp., Class A	171,907	\$	5,158,929
Walt Disney Co. (The)	147,820	Ψ	6,471,560
man Disney Co. (The)	147,020		0,171,000

	:	\$ 11,630,489
Metals & Mining 1.9%		
Freeport-McMoRan Copper & Gold, Inc.	120,826	\$ 4,596,221
Goldcorp, Inc.	155,312	6,998,359
		\$ 11,594,580
Multiline Retail 2.7%		
Dollar General Corp. <sup>(2)</sup>	147,854	\$ 6,830,855

Security	N(000.000.000 Shares	N	(000.000.000 Value
Macy s, Inc.	251,908		10,008,305
		\$	16,839,160
Oil, Gas & Consumable Fuels 6.1%			
Apache Corp.	43,930	\$	4,412,329
ConocoPhillips	64,100		4,872,241
Exxon Mobil Corp.	326,943		28,355,767
		\$	37,640,337
Personal Products 1.5%	152 (()	<b>A</b>	0.510.050
Estee Lauder Cos., Inc. (The), Class A	153,669	\$	9,518,258
		\$	9,518,258
		·	
Pharmaceuticals 3.2%			
Shire PLC ADR	99,318	\$	9,410,380
Teva Pharmaceutical Industries, Ltd. ADR	85,087		3,834,020
Watson Pharmaceuticals, Inc. <sup>(2)</sup>	93,129		6,245,231
		\$	19,489,631
Road & Rail 1.8%	110 004	<b>^</b>	0.004.000
Kansas City Southern <sup>(2)</sup>	112,904	\$	8,094,088
Union Pacific Corp.	28,341		3,046,090
		\$	11,140,178
Semiconductors & Semiconductor Equipment 1.3%	50.150	<b>.</b>	0 100 460
Analog Devices, Inc.	79,170	\$	3,198,468
Broadcom Corp., Class A <sup>(2)</sup> Cypress Semiconductor Corp. <sup>(2)</sup>	47,315 174,286		1,859,480 2,724,090
Cypress Semiconductor Corp.	174,200		2,724,090
		\$	7,782,038
Software 5.3%		¢	20 542 202
Microsoft Corp.	637,001	\$	20,543,282
Nuance Communications, Inc. <sup>(2)</sup>	115,014		2,942,058
Oracle Corp.	312,254		9,105,327
		\$	32,590,667
Specialty Retail 2.2%			
Monro Muffler Brake, Inc.	62,062	\$	2,574,953
TJX Companies, Inc. (The)	189,654		7,531,160
Urban Outfitters, Inc. <sup>(2)</sup>	114,730		3,339,790

		\$ 13,445,903
Textiles, Apparel & Luxury Goods 1.7%		
NIKE, Inc., Class B	96,135	\$ 10,424,879
		\$ 10,424,879

Security		0.000.000 ares	N	(000.000.000 Value
Thrifts & Mortgage Finance 1.0%				
BankUnited, Inc.		256,506	\$	6,412,650
			\$	6,412,650
			Ŧ	•,,•- •
Tobacco 3.5%				
Philip Morris International, Inc.		238,972	\$	21,175,309
r mip morns mornauona, no.		230,772	Ψ	21,175,505
			\$	21,175,309
			Φ	21,175,509
Total Common Stocks				
(identified cost \$428,352,635)			\$	593,819,265
Short-Term Investments 4.8%				
	Int	erest		
Description	(000	s omitted)		Value
Description Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup>	( <b>000</b> ; \$	<b>s omitted</b> ) 29,473	\$	
Description Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup>		<b>s omitted</b> ) 29,473	\$	<b>Value</b> 29,473,160
			\$	
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup>			\$	
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup> Total Short-Term Investments				29,473,160
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup>			\$ \$	
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup> Total Short-Term Investments				29,473,160
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup> Total Short-Term Investments (identified cost \$29,473,160)				29,473,160
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup> Total Short-Term Investments				29,473,160
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup> Total Short-Term Investments (identified cost \$29,473,160)				29,473,160
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup> Total Short-Term Investments (identified cost \$29,473,160) Total Investments 101.7%			\$	29,473,160 29,473,160
Eaton Vance Cash Reserves Fund, LLC, 0.09% <sup>(3)</sup> Total Short-Term Investments (identified cost \$29,473,160) Total Investments 101.7%			\$	29,473,160 29,473,160

Covered Call Options Written (2.6)%

	N(000.000.000 Number of	N	(000.000.000 Strike	N(000.000.000 Expiration	N	(000.000.000
Security	Contracts		Price	Date		Value
Accenture PLC, Class A	750	\$	65.00	5/19/12	\$	(91,875)
Air Products and Chemicals, Inc.	230		95.00	6/16/12		(37,950)
Allscripts Healthcare Solutions, Inc.	960		19.00	6/16/12		(14,400)
Amazon.com, Inc.	345		185.00	4/21/12		(648,600)
American Express Co.	560		55.00	4/21/12		(176,400)
AmerisourceBergen Corp.	805		39.00	5/19/12		(126,787)
Analog Devices, Inc.	200		39.00	4/21/12		(33,000)
Apache Corp.	220		100.00	4/21/12		(60,060)
Apple, Inc.	250		475.00	4/21/12		(3,136,875)
Apple, Inc.	432		510.00	4/21/12		(3,929,040)

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BankUnited, Inc.	1,280	25.00	5/19/12	(105,600)
Beam, Inc.	440	60.00	6/16/12	(91,300)
Boeing Co. (The)	445	77.50	5/19/12	(27,590)
Celgene Corp.	530	77.50	4/21/12	(77,115)
Coca-Cola Co. (The)	1,295	72.50	5/19/12	(290,080)
Colgate-Palmolive Co.	320	95.00	5/19/12	(108,800)
ConocoPhillips	325	80.00	5/19/12	(15,438)
Costco Wholesale Corp.	350	90.00	4/21/12	(57,750)
Cypress Semiconductor Corp.	875	17.00	6/16/12	(48,125)
Danaher Corp.	1,190	55.00	4/21/12	(184,450)
Deere & Co.	390	85.00	5/19/12	(46,020)
Dollar General Corp.	740	44.00	5/19/12	(212,750)
eBay, Inc.	1,325	33.00	4/21/12	(536,625)
Ecolab, Inc.	555	62.50	4/21/12	(26,363)
EMC Corp.	800	29.00	5/19/12	(124,400)
Emerson Electric Co.	335	52.50	5/19/12	(45,225)
Equinix, Inc.	115	145.00	4/21/12	(161,575)

	N(000.000.000 Number of	N(000.000.000 Strike	N(000.000.000 Expiration	N(000.000.000
Security	Contracts	Price	Date	Value
Estee Lauder Cos., Inc. (The), Class A	770	\$ 57.50	4/21/12	\$ (354,200)
Exxon Mobil Corp.	370	87.50	4/21/12	(27,380)
Fluor Corp.	350	62.50	4/21/12	(20,125)
Freeport-McMoRan Copper & Gold, Inc.	605	40.00	5/19/12	(67,155)
Gilead Sciences, Inc.	700	48.00	5/19/12	(210,350)
Google, Inc., Class A	190	600.00	5/19/12	(1,004,150)
Halliburton Co.	640	38.00	4/21/12	(4,800)
Hornbeck Offshore Services, Inc.	675	42.00	4/21/12	(89,437)
International Business Machines Corp.	785	200.00	4/21/12	(763,412)
Kansas City Southern	565	80.00	6/16/12	(43,787)
Las Vegas Sands Corp.	440	57.50	4/21/12	(82,940)
Macy s, Inc.	1,260	40.00	5/19/12	(179,550)
McDonald s Corp.	515	100.00	4/21/12	(27,295)
Mead Johnson Nutrition Co.	200	80.00	5/19/12	(82,000)
Microsoft Corp.	1,110	31.00	4/21/12	(162,060)
Microsoft Corp.	2,075	33.00	5/19/12	(112,050)
Monsanto Co.	625	85.00	4/21/12	(24,063)
NIKE, Inc., Class B	485	110.00	4/21/12	(56,502)
Nuance Communications, Inc.	575	27.00	4/21/12	(15,813)
Oracle Corp.	815	29.00	4/21/12	(49,715)
Philip Morris International, Inc.	1,195	90.00	5/19/12	(166,105)
PNC Financial Services Group, Inc.	250	62.50	5/19/12	(78,125)
QUALCOMM, Inc.	1,460	67.50	4/21/12	(296,380)
Schlumberger, Ltd.	570	80.00	4/21/12	(3,990)
Shire PLC ADR	500	110.00	4/21/12	(3,750)
St. Jude Medical, Inc.	765	45.00	5/19/12	(107,100)
Thermo Fisher Scientific, Inc.	250	60.00	6/16/12	(19,375)
Timken Co. (The)	380	52.50	4/21/12	(23,750)
TJX Companies, Inc. (The)	950	35.00	4/21/12	(451,250)
Union Pacific Corp.	145	115.00	5/19/12	(18,053)
United Parcel Service, Inc., Class B	310	77.50	4/21/12	(105,400)
United Technologies Corp.	555	87.50	5/19/12	(28,583)
UnitedHealth Group, Inc.	765	57.50	4/21/12	(175,185)
Urban Outfitters, Inc.	575	29.00	4/21/12	(57,500)
Varian Medical Systems, Inc.	325	70.00	4/21/12	(26,812)
VeriSign, Inc.	820	39.00	5/19/12	(78,720)
Walt Disney Co. (The)	740	42.00	4/21/12	(148,370)
Walter Investment Management Corp.	312	20.00	4/21/12	(85,020)
Watson Pharmaceuticals, Inc.	470	65.00	4/21/12	(159,800)
Wells Fargo & Co.	730	35.00	5/19/12	(56,210)

Total Covered Call Options Written (premiums received \$7,550,278)	\$ (15,880,455)
Other Assets, Less Liabilities 0.9%	\$ 5,189,793

Net Assets 100.0%

\$ 612,601,763

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR - American Depositary Receipt

- (1) A portion of each applicable common stock for which a written call option is outstanding at March 31, 2012 has been pledged as collateral for such written option.
- (2) Non-income producing security.
- (3) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of March 31, 2012. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended March 31, 2012 was \$5,723.

The cost and unrealized appreciation (depreciation) of investments of the Fund at March 31, 2012, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 458,855,319
Gross unrealized appreciation	\$ 166,170,886
Gross unrealized depreciation	(1,733,780)
Net unrealized appreciation	\$ 164,437,106

Written call options activity for the fiscal year to date ended March 31, 2012 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	46,235	\$ 8,827,806
Options written	88,045	13,382,230
Options terminated in closing purchase transactions	(66,250)	(10,375,537)
Options exercised	(2,771)	(291,207)
Options expired	(23,380)	(3,993,014)
Outstanding, end of period	41,879	\$ 7,550,278

At March 31, 2012, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. The Fund writes covered call options on individual stocks above the current value of the stock to generate premium income. In writing call options on individual stocks, the Fund in effect, sells potential appreciation in the value of the applicable stock above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying stock decline. The Fund is not subject to counterparty credit risk with respect to its written options as the Fund, not the counterparty, is obligated to perform under such derivatives.

At March 31, 2012, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in a liability position and whose primary underlying risk exposure is equity price risk was \$15,880,455.

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund s own assumptions in determining the fair value of investments) In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At March 31, 2012, the hierarchy of inputs used in valuing the Fund s investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Common Stocks	\$ 593,819,265*	\$	\$	\$ 593,819,265
Short-Term Investments		29,473,160		29,473,160
Total Investments	\$ 593,819,265	\$ 29,473,160	\$	\$ 623,292,425
Liability Description				
Covered Call Options Written	\$ (15,880,455)	\$	\$	\$ (15,880,455)
Total	\$ (15,880,455)	\$	\$	\$ (15,880,455)
Covered Call Options Written				

\* The level classification by major category of investments is the same as the category presentation in the Portfolio of Investments.

The Fund held no investments or other financial instruments as of December 31, 2011 whose fair value was determined using Level 3 inputs. At March 31, 2012, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

For information on the Fund s policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund s most recent financial statements included in its semiannual or annual report to shareholders.

#### Item 2. Controls and Procedures

(a) It is the conclusion of the registrant s principal executive officer and principal financial officer that the effectiveness of the registrant s current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission s rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant s principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant s internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant s internal control over financial reporting.

#### Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Eaton Vance Enhanced Equity Income Fund II

By: /s/ Walter A. Row, III Walter A. Row, III President

Date: May 25, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Walter A. Row, III Walter A. Row, III President

Date: May 25, 2012

By: /s/ Barbara E. Campbell Barbara E. Campbell Treasurer

Date: May 25, 2012