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Eaton Vance Enhanced Equity Income Fund II

Form N-Q

November 26, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM N-Q

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act File Number

811-21670

Eaton Vance Enhanced Equity Income Fund II

(Exact Name of Registrant as Specified in Charter)

**The Eaton Vance Building,
255 State Street, Boston, Massachusetts**
(Address of Principal Executive Offices)

02109
(Zip code)

Maureen A. Gemma
Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109
(Name and Address of Agent for Service)

Registrant's Telephone Number, Including Area
Code:

(617) 482-8260

Date of Fiscal Year End:

December 31

Date of Reporting Period:

September 30, 2008

Item 1. Schedule of Investments

Eaton Vance Enhanced Equity Income Fund II

as of September 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks (1) 94.5%

| Security | Shares | Value |
|--|---------|---------------|
| Aerospace & Defense 5.4% | | |
| Alliant Techsystems, Inc. (2) | 42,174 | \$ 3,961,826 |
| Boeing Co. (The) | 31,886 | 1,828,662 |
| General Dynamics Corp. | 82,756 | 6,092,497 |
| Lockheed Martin Corp. | 64,235 | 7,044,652 |
| Precision Castparts Corp. | 40,892 | 3,221,472 |
| Raytheon Co. | 146,373 | 7,832,419 |
| United Technologies Corp. | 168,710 | 10,132,723 |
| | | \$ 40,114,251 |
| Air Freight & Logistics 0.4% | | |
| CH Robinson Worldwide, Inc. | 60,378 | \$ 3,076,863 |
| | | \$ 3,076,863 |
| Auto Components 1.0% | | |
| Johnson Controls, Inc. | 241,266 | \$ 7,317,598 |
| | | \$ 7,317,598 |
| Beverages 2.1% | | |
| Coca-Cola Co. (The) | 69,821 | \$ 3,692,134 |
| PepsiCo, Inc. | 170,094 | 12,122,599 |
| | | \$ 15,814,733 |
| Biotechnology 2.5% | | |
| Amgen, Inc. (2) | 128,447 | \$ 7,613,054 |
| BioMarin Pharmaceutical, Inc. (2) | 121,176 | 3,209,952 |
| Cephalon, Inc. (2) | 48,245 | 3,738,505 |
| Genzyme Corp. (2) | 23,114 | 1,869,691 |
| Onyx Pharmaceuticals, Inc. (2) | 63,672 | 2,303,653 |
| | | \$ 18,734,855 |
| Capital Markets 1.3% | | |
| Affiliated Managers Group, Inc. (2) | 36,517 | \$ 3,025,433 |
| Goldman Sachs Group, Inc. | 11,590 | 1,483,520 |
| Invesco, Ltd. | 46,828 | 982,451 |
| Julius Baer Holding AG | 39,750 | 1,981,986 |
| T. Rowe Price Group, Inc. | 33,828 | 1,816,902 |
| | | \$ 9,290,292 |
| Chemicals 1.8% | | |
| E.I. Du Pont de Nemours & Co. | 28,434 | \$ 1,145,890 |
| Ecolab, Inc. | 57,273 | 2,778,886 |
| Monsanto Co. | 32,125 | 3,179,732 |
| PPG Industries, Inc. | 112,551 | 6,563,974 |
| | | \$ 13,668,482 |
| Commercial Banks 0.7% | | |
| Banco Itau Holding Financiera SA ADR | 126,849 | \$ 2,219,853 |
| Toronto-Dominion Bank | 48,885 | 2,981,496 |
| | | \$ 5,201,349 |
| Commercial Services & Supplies 0.9% | | |
| Waste Management, Inc. | 218,590 | \$ 6,883,399 |
| | | \$ 6,883,399 |
| Communications Equipment 4.8% | | |
| Cisco Systems, Inc. (2) | 459,336 | \$ 10,362,620 |

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| | | |
|----------------------------|---------|-----------|
| Harris Corp. | 86,989 | 4,018,892 |
| Juniper Networks, Inc. (2) | 142,987 | 3,012,736 |

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| | | | |
|--|---------|----|-------------------|
| QUALCOMM, Inc. | 197,106 | \$ | 8,469,645 |
| Research In Motion, Ltd. (2) | 79,227 | | 5,411,204 |
| Riverbed Technology, Inc. (2) | 315,142 | | 3,945,578 |
| | | \$ | 35,220,675 |
| Computer Peripherals 5.2% | | | |
| Apple, Inc. (2) | 49,882 | \$ | 5,669,588 |
| Hewlett-Packard Co. | 290,254 | | 13,421,345 |
| International Business Machines Corp. | 101,804 | | 11,906,996 |
| NetApp, Inc. (2) | 160,547 | | 2,926,772 |
| Seagate Technology | 177,925 | | 2,156,451 |
| Western Digital Corp. (2) | 106,128 | | 2,262,649 |
| | | \$ | 38,343,801 |
| Construction & Engineering 0.3% | | | |
| Jacobs Engineering Group, Inc. (2) | 35,222 | \$ | 1,912,907 |
| | | \$ | 1,912,907 |
| Distributors 0.3% | | | |
| LKQ Corp. (2) | 125,928 | \$ | 2,136,998 |
| | | \$ | 2,136,998 |
| Diversified Financial Services 0.5% | | | |
| JPMorgan Chase & Co. | 79,668 | \$ | 3,720,496 |
| | | \$ | 3,720,496 |
| Diversified Telecommunication Services 0.3% | | | |
| AT&T, Inc. | 70,297 | \$ | 1,962,692 |
| | | \$ | 1,962,692 |
| Electric Utilities 0.6% | | | |
| E.ON AG | 52,884 | \$ | 2,656,059 |
| Edison International | 45,388 | | 1,810,981 |
| | | \$ | 4,467,040 |
| Electrical Equipment 1.9% | | | |
| Cooper Industries, Ltd., Class A | 67,243 | \$ | 2,686,358 |
| Emerson Electric Co. | 152,043 | | 6,201,834 |
| JA Solar Holdings Co., Ltd. ADR (2) | 190,096 | | 2,011,216 |
| Suntech Power Holdings Co., Ltd. ADR (2) | 86,677 | | 3,109,104 |
| | | \$ | 14,008,512 |
| Electronic Equipment, Instruments & Components 1.4% | | | |
| Agilent Technologies, Inc. (2) | 234,002 | \$ | 6,940,499 |
| Amphenol Corp., Class A | 83,336 | | 3,345,107 |
| | | \$ | 10,285,606 |
| Energy Equipment & Services 2.6% | | | |
| Diamond Offshore Drilling, Inc. | 53,342 | \$ | 5,497,427 |
| NATCO Group, Inc., Class A (2) | 78,790 | | 3,165,782 |
| Schlumberger, Ltd. | 30,778 | | 2,403,454 |
| Transocean, Inc. (2) | 45,169 | | 4,961,363 |
| Willbros Group, Inc. (2) | 128,975 | | 3,417,837 |
| | | \$ | 19,445,863 |
| Food & Staples Retailing 2.2% | | | |
| CVS Caremark Corp. | 104,033 | \$ | 3,501,751 |
| Safeway, Inc. | 189,151 | | 4,486,662 |
| Wal-Mart Stores, Inc. | 122,896 | | 7,360,241 |
| Whole Foods Market, Inc. | 81,353 | | 1,629,501 |
| | | \$ | 16,978,155 |
| Food Products 2.2% | | | |
| Cadbury PLC ADR | 111,907 | \$ | 4,581,473 |
| Nestle SA | 131,270 | | 5,688,092 |
| Nestle SA ADR | 137,445 | | 5,765,818 |
| | | \$ | 16,035,383 |

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|---|-------------|-----------|----------------------|
| Health Care Equipment & Supplies | 4.8% | | |
| Baxter International, Inc. | | 83,500 | \$ 5,480,105 |
| Becton, Dickinson and Co. | | 22,045 | 1,769,332 |
| Boston Scientific Corp. (2) | | 281,857 | 3,458,385 |
| Heartware, Ltd. (2) | | 5,242,244 | 2,589,140 |
| Medtronic, Inc. | | 65,420 | 3,277,542 |
| Thoratec Corp. (2) | | 509,796 | 13,382,145 |
| West Pharmaceutical Services, Inc. | | 61,599 | 3,007,263 |
| Zimmer Holdings, Inc. (2) | | 39,114 | 2,525,200 |
| | | | \$ 35,489,112 |
| Health Care Providers & Services | 1.8% | | |
| Aetna, Inc. | | 67,154 | \$ 2,424,931 |
| DaVita, Inc. (2) | | 47,283 | 2,695,604 |
| Fresenius Medical Care AG & Co. KGaA ADR | | 50,002 | 2,597,104 |
| UnitedHealth Group, Inc. | | 53,599 | 1,360,879 |
| VCA Antech, Inc. (2) | | 140,429 | 4,138,443 |
| | | | \$ 13,216,961 |
| Hotels, Restaurants & Leisure | 1.0% | | |
| McDonald's Corp. | | 115,044 | \$ 7,098,215 |
| | | | \$ 7,098,215 |
| Household Products | 2.4% | | |
| Colgate-Palmolive Co. | | 132,315 | \$ 9,969,935 |
| Kimberly-Clark Corp. | | 53,554 | 3,472,441 |
| Procter & Gamble Co. | | 65,083 | 4,535,634 |
| | | | \$ 17,978,010 |
| Independent Power Producers & Energy Traders | 0.9% | | |
| NRG Energy, Inc. (2) | | 264,067 | \$ 6,535,658 |
| | | | \$ 6,535,658 |
| Industrial Conglomerates | 0.9% | | |
| General Electric Co. | | 270,958 | \$ 6,909,429 |
| | | | \$ 6,909,429 |
| Insurance | 2.6% | | |
| Assurant, Inc. | | 39,551 | \$ 2,175,305 |
| Berkshire Hathaway, Inc., Class A (2) | | 72 | 9,403,200 |
| Chubb Corp. | | 42,654 | 2,341,705 |
| Lincoln National Corp. | | 48,838 | 2,090,755 |
| MetLife, Inc. | | 31,451 | 1,761,256 |
| Travelers Companies, Inc. (The) | | 32,036 | 1,448,027 |
| | | | \$ 19,220,248 |
| Internet Software & Services | 4.3% | | |
| Akamai Technologies, Inc. (2) | | 278,180 | \$ 4,851,459 |
| Ariba, Inc. (2) | | 196,392 | 2,775,019 |
| Google, Inc., Class A (2) | | 29,619 | 11,863,002 |
| Omnicore, Inc. (2) | | 279,498 | 5,131,583 |
| VeriSign, Inc. (2) | | 263,886 | 6,882,147 |
| | | | \$ 31,503,210 |
| IT Services | 2.8% | | |
| Accenture, Ltd., Class A | | 205,065 | \$ 7,792,470 |
| MasterCard, Inc., Class A | | 27,797 | 4,929,242 |
| Paychex, Inc. | | 85,648 | 2,828,953 |
| Visa, Inc., Class A | | 85,873 | 5,271,743 |
| | | | \$ 20,822,408 |
| Leisure Equipment & Products | 0.5% | | |
| Mattel, Inc. | | 195,696 | \$ 3,530,356 |
| | | | \$ 3,530,356 |
| Life Sciences Tools & Services | 0.9% | | |
| Thermo Fisher Scientific, Inc. (2) | | 122,120 | \$ 6,716,600 |
| | | | \$ 6,716,600 |

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|---|---------|----|-------------------|
| Machinery 2.2% | | | |
| Danaher Corp. | 76,443 | \$ | 5,305,144 |
| Eaton Corp. | 101,215 | | 5,686,259 |
| Illinois Tool Works, Inc. | 54,589 | | 2,426,481 |
| Titan International, Inc. | 142,663 | | 3,041,575 |
| | | \$ | 16,459,459 |
| Media 3.9% | | | |
| Comcast Corp., Class A | 795,931 | \$ | 15,624,126 |
| DISH Network Corp., Class A (2) | 72,262 | | 1,517,502 |
| News Corp., Class A | 137,304 | | 1,646,275 |
| Omnicom Group, Inc. | 93,873 | | 3,619,743 |
| Time Warner, Inc. | 510,836 | | 6,697,060 |
| | | \$ | 29,104,706 |
| Metals & Mining 1.0% | | | |
| BHP Billiton, Ltd. ADR | 35,523 | \$ | 1,846,841 |
| Cleveland-Cliffs, Inc. | 22,559 | | 1,194,273 |
| Companhia Vale do Rio Doce ADR | 89,920 | | 1,721,968 |
| Freeport-McMoRan Copper & Gold, Inc., Class B | 15,523 | | 882,483 |
| Nucor Corp. | 40,853 | | 1,613,693 |
| | | \$ | 7,259,258 |
| Multiline Retail 0.5% | | | |
| Nordstrom, Inc. | 127,465 | \$ | 3,673,541 |
| | | \$ | 3,673,541 |
| Multi-Utilities 0.2% | | | |
| Public Service Enterprise Group, Inc. | 56,028 | \$ | 1,837,158 |
| | | \$ | 1,837,158 |
| Oil, Gas & Consumable Fuels 5.6% | | | |
| Anadarko Petroleum Corp. | 111,509 | \$ | 5,409,302 |
| ConocoPhillips | 62,455 | | 4,574,829 |
| Exxon Mobil Corp. | 89,292 | | 6,934,417 |
| Hess Corp. | 54,495 | | 4,472,950 |
| Niko Resources, Ltd. | 42,877 | | 2,307,179 |
| Occidental Petroleum Corp. | 99,316 | | 6,996,812 |
| Patriot Coal Corp. (2) | 54,104 | | 1,571,721 |
| Range Resources Corp. | 66,677 | | 2,858,443 |
| XTO Energy, Inc. | 139,154 | | 6,473,444 |
| | | \$ | 41,599,097 |
| Personal Products 1.6% | | | |
| Chattem, Inc. (2) | 93,273 | \$ | 7,292,083 |
| Estee Lauder Cos., Inc., Class A | 83,380 | | 4,161,496 |
| | | \$ | 11,453,579 |
| Pharmaceuticals 3.8% | | | |
| Abbott Laboratories | 80,086 | \$ | 4,611,352 |
| Johnson & Johnson | 126,985 | | 8,797,521 |
| Merck & Co., Inc. | 99,011 | | 3,124,787 |
| Novartis AG ADR | 59,933 | | 3,166,860 |
| Shire PLC ADR | 89,774 | | 4,286,708 |
| Teva Pharmaceutical Industries, Ltd., ADR | 88,874 | | 4,069,540 |
| | | \$ | 28,056,768 |
| Professional Service 0.3% | | | |
| Robert Half International, Inc. | 76,912 | \$ | 1,903,572 |
| | | \$ | 1,903,572 |
| Real Estate Investment Trusts (REITs) 0.5% | | | |
| AvalonBay Communities, Inc. | 26,061 | \$ | 2,564,924 |
| Boston Properties, Inc. | 14,127 | | 1,323,135 |
| | | \$ | 3,888,059 |
| Road & Rail 0.4% | | | |
| JB Hunt Transport Services, Inc. | 87,191 | \$ | 2,909,564 |

\$ 2,909,564

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|--|---------|----|--------------------|
| Semiconductors & Semiconductor Equipment 2.8% | | | |
| ASML Holding NV | 238,438 | \$ | 4,198,893 |
| Atheros Communications, Inc. (2) | 107,965 | | 2,545,815 |
| KLA-Tencor Corp. | 251,487 | | 7,959,564 |
| Maxim Integrated Products, Inc. | 324,900 | | 5,880,690 |
| | | \$ | 20,584,962 |
| Software 5.1% | | | |
| Concur Technologies, Inc. (2) | 88,280 | \$ | 3,377,593 |
| Electronic Arts, Inc. (2) | 90,756 | | 3,357,064 |
| McAfee, Inc. (2) | 124,928 | | 4,242,555 |
| Microsoft Corp. | 813,122 | | 21,702,226 |
| Oracle Corp. (2) | 233,763 | | 4,747,727 |
| | | \$ | 37,427,165 |
| Specialty Retail 2.3% | | | |
| Best Buy Co., Inc. | 125,451 | \$ | 4,704,413 |
| Home Depot, Inc. | 157,275 | | 4,071,850 |
| Staples, Inc. | 368,928 | | 8,300,880 |
| | | \$ | 17,077,143 |
| Tobacco 2.2% | | | |
| Philip Morris International, Inc. | 262,527 | \$ | 12,627,549 |
| UST, Inc. | 49,982 | | 3,325,802 |
| | | \$ | 15,953,351 |
| Wireless Telecommunication Services 0.7% | | | |
| Rogers Communications, Inc., Class B | 153,366 | \$ | 5,097,886 |
| | | \$ | 5,097,886 |
| Total Common Stocks | | | |
| (identified cost \$801,046,860) | | | |
| | | \$ | 697,925,425 |

Short-Term Investments 6.6%

| Description | Interest (000 s omitted) | | Value |
|--|-----------------------------|----|--------------------|
| Investment in Cash Management Portfolio, 2.18% (3) | \$ 48,929 | \$ | 48,928,793 |
| Total Short-Term Investments (identified cost \$48,928,793) | | \$ | 48,928,793 |
| Total Investments 101.1% (identified cost \$849,975,653) | | \$ | 746,854,218 |

Covered Call Options Written (1.1%)

| Security | Number of Contracts | Strike Price | Expiration Date | Value |
|---------------------------------|------------------------|-----------------|--------------------|-------------|
| Abbott Laboratories | 475 | \$ 60.00 | 10/18/08 | \$ (30,875) |
| Accenture, Ltd., Class A | 760 | 40.00 | 11/22/08 | (83,600) |
| Aetna, Inc. | 235 | 35.00 | 10/18/08 | (56,400) |
| Affiliated Managers Group, Inc. | 195 | 95.00 | 12/20/08 | (85,800) |
| Agilent Technologies, Inc. | 1,770 | 37.50 | 11/22/08 | (19,470) |
| Akamai Technologies, Inc. | 1,360 | 35.00 | 11/22/08 | (6,800) |
| Alliant Techsystems, Inc. | 105 | 105.00 | 11/22/08 | (9,975) |
| Amgen, Inc. | 910 | 65.00 | 10/18/08 | (33,670) |
| Amphenol Corp., Class A | 390 | 50.00 | 10/18/08 | (11,700) |

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|--------------------------------------|-------|--------|----------|----------|
| Anadarko Petroleum Corp. | 200 | 60.00 | 11/22/08 | (24,000) |
| Apple, Inc. | 160 | 155.00 | 1/17/09 | (72,000) |
| Ariba, Inc. | 1,150 | 17.50 | 11/22/08 | (46,000) |
| ASML Holding NV | 1,315 | 25.00 | 10/18/08 | (13,150) |
| Assurant, Inc. | 185 | 60.00 | 12/20/08 | (44,400) |
| AT&T, Inc. | 255 | 35.00 | 10/18/08 | (765) |
| Atheros Communications, Inc. | 460 | 35.00 | 12/20/08 | (4,600) |
| AvalonBay Communities, Inc. | 105 | 95.00 | 10/18/08 | (38,850) |
| Banco Itau Holding Financiera SA ADR | 470 | 20.00 | 12/20/08 | (44,650) |

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|---|-------|--------|----------|----|-----------|
| Baxter International, Inc. | 360 | 70.00 | 10/18/08 | \$ | (16,200) |
| Becton, Dickinson and Co. | 105 | 85.00 | 12/20/08 | | (23,362) |
| Best Buy Co., Inc. | 580 | 45.00 | 12/20/08 | | (37,700) |
| BHP Billiton, Ltd. ADR | 200 | 85.00 | 11/22/08 | | (5,000) |
| BioMarin Pharmaceutical, Inc. | 340 | 30.00 | 10/18/08 | | (12,240) |
| Boeing Co. (The) | 155 | 65.00 | 11/22/08 | | (21,700) |
| Boston Properties, Inc. | 90 | 100.00 | 10/18/08 | | (12,600) |
| Boston Scientific Corp. | 1,050 | 12.50 | 11/22/08 | | (89,250) |
| Cephalon, Inc. | 345 | 80.00 | 10/18/08 | | (36,225) |
| CH Robinson Worldwide, Inc. | 155 | 55.00 | 11/22/08 | | (27,900) |
| Chattem, Inc. | 225 | 65.00 | 12/20/08 | | (331,875) |
| Chubb Corp. | 255 | 50.00 | 10/18/08 | | (139,995) |
| Cisco Systems, Inc. | 920 | 22.00 | 10/18/08 | | (115,920) |
| Coca-Cola Co. (The) | 145 | 52.50 | 11/22/08 | | (34,800) |
| Colgate-Palmolive Co. | 400 | 70.00 | 11/22/08 | | (252,000) |
| Comcast Corp., Class A | 2,890 | 20.00 | 10/18/08 | | (173,400) |
| Concur Technologies, Inc. | 515 | 45.00 | 10/18/08 | | (15,450) |
| ConocoPhillips | 355 | 85.00 | 11/22/08 | | (51,475) |
| CVS Caremark Corp. | 575 | 40.00 | 11/22/08 | | (20,125) |
| Danaher Corp. | 764 | 85.00 | 12/20/08 | | (40,110) |
| DaVita, Inc. | 300 | 55.00 | 10/18/08 | | (87,000) |
| Diamond Offshore Drilling, Inc. | 175 | 115.00 | 12/20/08 | | (84,875) |
| DISH Network Corp., Class A | 280 | 30.00 | 12/20/08 | | (5,600) |
| E.I. Du Pont de Nemours & Co. | 120 | 45.00 | 10/18/08 | | (3,600) |
| Eaton Corp. | 230 | 75.00 | 10/18/08 | | (2,990) |
| Ecolab, Inc. | 335 | 45.00 | 10/18/08 | | (127,300) |
| Edison International | 125 | 45.00 | 1/17/09 | | (13,125) |
| Electronic Arts, Inc. | 410 | 50.00 | 12/20/08 | | (16,400) |
| Emerson Electric Co. | 585 | 50.00 | 12/20/08 | | (23,400) |
| Estee Lauder Cos., Inc., Class A | 230 | 45.00 | 10/18/08 | | (121,210) |
| Exxon Mobil Corp. | 120 | 80.00 | 1/17/09 | | (55,200) |
| Freeport-McMoRan Copper & Gold, Inc., Class B | 30 | 90.00 | 11/22/08 | | (2,700) |
| General Dynamics Corp. | 440 | 90.00 | 11/22/08 | | (14,300) |
| General Electric Co. | 550 | 29.00 | 12/20/08 | | (47,850) |
| Goldman Sachs Group, Inc. | 55 | 185.00 | 10/18/08 | | (1,760) |
| Google, Inc., Class A | 95 | 500.00 | 12/20/08 | | (112,100) |
| Harris Corp. | 315 | 50.00 | 11/22/08 | | (48,825) |
| Hess Corp. | 245 | 105.00 | 11/22/08 | | (63,700) |
| Hewlett-Packard Co. | 1,430 | 45.00 | 11/22/08 | | (500,500) |
| Home Depot, Inc. | 1,150 | 27.50 | 11/22/08 | | (152,950) |
| Illinois Tool Works, Inc. | 320 | 50.00 | 12/20/08 | | (32,000) |
| International Business Machines Corp. | 810 | 130.00 | 10/18/08 | | (36,450) |
| JA Solar Holdings Co., Ltd. ADR | 565 | 15.00 | 12/20/08 | | (45,200) |
| Jacobs Engineering Group, Inc. | 290 | 85.00 | 10/18/08 | | (1,450) |
| JB Hunt Transport Services, Inc. | 575 | 35.00 | 11/22/08 | | (120,750) |
| Johnson & Johnson | 1,269 | 70.00 | 10/18/08 | | (139,590) |
| Johnson Controls, Inc. | 830 | 30.00 | 10/18/08 | | (99,600) |
| JPMorgan Chase & Co. | 245 | 37.50 | 12/20/08 | | (264,600) |
| Juniper Networks, Inc. | 495 | 23.00 | 10/18/08 | | (19,800) |
| KLA-Tencor Corp. | 405 | 35.00 | 12/20/08 | | (58,725) |
| Lincoln National Corp. | 155 | 50.00 | 10/18/08 | | (28,675) |
| LKQ Corp. | 955 | 22.50 | 11/22/08 | | (47,750) |
| Lockheed Martin Corp. | 490 | 115.00 | 12/20/08 | | (252,350) |
| MasterCard, Inc., Class A | 180 | 290.00 | 10/18/08 | | (2,700) |
| Mattel, Inc. | 1,385 | 22.50 | 10/18/08 | | (6,925) |
| McAfee, Inc. | 820 | 40.00 | 12/20/08 | | (61,500) |
| McDonald's Corp. | 1,150 | 65.00 | 1/17/09 | | (264,500) |
| Medtronic, Inc. | 375 | 55.00 | 10/18/08 | | (5,625) |

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|----------------------------|-------|--------|----------|-----------|
| Merck & Co., Inc. | 190 | 35.00 | 1/17/09 | (6,175) |
| MetLife, Inc. | 95 | 55.00 | 12/20/08 | (27,550) |
| Microsoft Corp. | 2,965 | 28.00 | 10/18/08 | (130,460) |
| Monsanto Co. | 250 | 120.00 | 10/18/08 | (18,750) |
| NATCO Group, Inc., Class A | 615 | 55.00 | 10/18/08 | (12,300) |
| NetApp, Inc. | 895 | 25.00 | 12/20/08 | (15,663) |
| News Corp., Class A | 275 | 15.00 | 1/17/09 | (5,500) |
| Nordstrom, Inc. | 595 | 35.00 | 10/18/08 | (8,925) |

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| | | | | | |
|--|-------|--------|----------|----|--------------------|
| Novartis AG ADR | 335 | 55.00 | 10/18/08 | \$ | (13,400) |
| NRG Energy, Inc. | 1,635 | 45.00 | 12/20/08 | | (24,525) |
| Nucor Corp. | 130 | 62.50 | 10/18/08 | | (1,950) |
| Occidental Petroleum Corp. | 260 | 80.00 | 11/22/08 | | (78,000) |
| Omnicom Group, Inc. | 515 | 45.00 | 10/18/08 | | (5,150) |
| Omniture, Inc. | 720 | 20.00 | 12/20/08 | | (118,800) |
| Onyx Pharmaceuticals, Inc. | 270 | 40.00 | 11/22/08 | | (59,400) |
| Oracle Corp. | 1,090 | 20.00 | 12/20/08 | | (190,750) |
| Paychex, Inc. | 440 | 35.00 | 10/18/08 | | (14,300) |
| PepsiCo, Inc. | 735 | 67.50 | 10/18/08 | | (316,050) |
| Philip Morris International, Inc. | 2,625 | 55.00 | 12/20/08 | | (223,125) |
| Precision Castparts Corp. | 165 | 100.00 | 12/20/08 | | (26,400) |
| Procter & Gamble Co. | 175 | 62.50 | 10/18/08 | | (126,875) |
| Public Service Enterprise Group, Inc. | 140 | 40.00 | 12/20/08 | | (3,500) |
| QUALCOMM, Inc. | 1,971 | 50.00 | 10/18/08 | | (35,478) |
| Range Resources Corp. | 70 | 45.00 | 12/20/08 | | (35,700) |
| Raytheon Co. | 560 | 60.00 | 11/22/08 | | (50,400) |
| Research In Motion, Ltd. | 315 | 110.00 | 12/20/08 | | (32,760) |
| Riverbed Technologoy, Inc. | 2,485 | 17.50 | 12/20/08 | | (111,825) |
| Robert Half International, Inc. | 769 | 30.00 | 12/20/08 | | (46,140) |
| Rogers Communications, Inc., Class B | 945 | 40.00 | 10/18/08 | | (14,175) |
| Safeway, Inc. | 590 | 30.00 | 12/20/08 | | (17,700) |
| Schlumberger, Ltd. | 150 | 100.00 | 11/22/08 | | (15,750) |
| Seagate Technology | 800 | 17.50 | 12/20/08 | | (8,000) |
| Shire PLC ADR | 290 | 50.00 | 10/18/08 | | (23,200) |
| Staples, Inc. | 2,780 | 25.00 | 12/20/08 | | (250,200) |
| T. Rowe Price Group, Inc. | 210 | 55.00 | 10/18/08 | | (128,100) |
| Teva Pharmaceutical Industries, Ltd., ADR | 415 | 47.50 | 12/20/08 | | (60,590) |
| Thermo Fisher Scientific, Inc. | 1,221 | 60.00 | 12/20/08 | | (152,625) |
| Time Warner, Inc. | 2,965 | 15.00 | 10/18/08 | | (59,300) |
| Titan International, Inc. | 760 | 40.00 | 10/18/08 | | (66,500) |
| Toronto-Dominion Bank | 235 | 60.00 | 10/18/08 | | (41,125) |
| Transocean, Inc. | 135 | 140.00 | 11/22/08 | | (12,825) |
| Travelers Companies, Inc. (The) | 130 | 45.00 | 10/18/08 | | (18,850) |
| United Technologies Corp. | 745 | 70.00 | 11/22/08 | | (44,700) |
| UnitedHealth Group, Inc. | 200 | 35.00 | 10/18/08 | | (1,500) |
| VCA Antech, Inc. | 785 | 30.00 | 12/20/08 | | (168,775) |
| VeriSign, Inc. | 1,320 | 35.00 | 12/20/08 | | (56,100) |
| Visa, Inc., Class A | 320 | 75.00 | 12/20/08 | | (58,880) |
| Wal-Mart Stores, Inc. | 640 | 62.50 | 12/20/08 | | (142,720) |
| Waste Management, Inc. | 1,170 | 37.50 | 10/18/08 | | (11,700) |
| West Pharmaceutical Services, Inc. | 615 | 50.00 | 12/20/08 | | (147,600) |
| Western Digital Corp. | 265 | 30.00 | 1/17/09 | | (15,900) |
| Whole Foods Market, Inc. | 245 | 24.00 | 11/22/08 | | (10,045) |
| Willbros Group, Inc. | 935 | 45.00 | 12/20/08 | | (98,175) |
| XTO Energy, Inc. | 415 | 55.00 | 11/22/08 | | (74,700) |
| Zimmer Holdings, Inc. | 150 | 75.00 | 12/20/08 | | (13,500) |
| Total Covered Call Options Written | | | | | |
| (premiums received \$19,418,974) | | | | \$ | (8,510,693) |
| Other Assets, Less Liabilities 0.0% | | | | \$ | 57,416 |
| Net Assets 100.0% | | | | \$ | 738,400,941 |

ADR American Depository Receipt

(1) A portion of each common stock holding has been segregated as collateral for options written.

(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 September 30,

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2008. Net income allocated from the Investment in Cash Management Portfolio for the fiscal year to date ended September 30, 2008 was \$1,050,929.

The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2008, as determined on a federal income tax basis, were as follows:

| | | |
|------------------------------------|-----------|----------------------|
| Aggregate cost | \$ | 853,434,155 |
| Gross unrealized appreciation | \$ | 17,265,327 |
| Gross unrealized depreciation | | (123,845,264) |
| Net unrealized depreciation | \$ | (106,579,937) |

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Written call options activity for the fiscal year to date ended September 30, 2008 was as follows:

| | Number of Contracts | | Premiums Received |
|---|------------------------|-----------|-------------------|
| Outstanding, beginning of period | 113,762 | \$ | 26,747,863 |
| Options written | 320,517 | | 73,889,510 |
| Options terminated in closing purchase transactions | (297,866) | | (69,598,118) |
| Options exercised | (32,442) | | (7,630,572) |
| Options expired | (23,797) | | (3,989,709) |
| Outstanding, end of period | 80,174 | \$ | 19,418,974 |

At September 30, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements, effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, 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)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At September 30, 2008, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

| | Valuation Inputs | Investments in Securities | Other Financial Instruments* |
|--------------|-------------------------------------|------------------------------|---------------------------------|
| Level 1 | Quoted Prices | \$ 733,938,940 | \$ (8,510,693) |
| Level 2 | Other Significant Observable Inputs | 12,915,278 | |
| Level 3 | Significant Unobservable Inputs | | |
| Total | | \$ 746,854,218 | \$ (8,510,693) |

*Other financial instruments are written call options, which are valued at the unrealized appreciation (depreciation) on the instrument.

The Fund held no investments or other financial instruments as of December 31, 2007 whose fair value was determined using Level 3 inputs.

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For information on the Fund's policy regarding 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/Duncan W. Richardson
Duncan W. Richardson
President

Date: November 21, 2008

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/Duncan W. Richardson
Duncan W. Richardson
President

Date: November 21, 2008

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

Date: November 21, 2008
