Eaton Vance Tax-Managed Buy-Write Income Fund 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

811-21676

Eaton Vance Tax-Managed Buy-Write Income Fund

(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

(617) 482-8260

Code:

Date of Fiscal Year End:

December 31

Date of Reporting Period: September 30, 2008

Item 1. Schedule of Investments

Eaton Vance Tax-Managed Buy-Write Income Fund

as of September 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks 101.7%

Security	Shares	Value
Aerospace & Defense 2.5%		
Boeing Co. (The)	24,961	\$ 1,431,513
Honeywell International, Inc.	66,929	2,780,900
Northrop Grumman Corp.	20,111	1,217,520
Rockwell Collins, Inc.	34,570	1,662,471
United Technologies Corp.	48,521	2,914,171
		\$ 10,006,575
Air Freight & Logistics 0.9%		
CH Robinson Worldwide, Inc.	6,745	\$ 343,725
Expeditors International of Washington, Inc.	7,613	265,237
United Parcel Service, Inc., Class B	47,774	3,004,507
		\$ 3,613,469
Airlines 0.0%		
Southwest Airlines Co.	12,881	\$ 186,903
		\$ 186,903
Beverages 3.9%		
Anheuser-Busch Cos., Inc.	58,721	\$ 3,809,818
Coca-Cola Co. (The)	111,894	5,916,955
PepsiCo, Inc.	81,530	5,810,643
1 /	,	\$ 15,537,416
Biotechnology 1.2%		,
Amgen, Inc. (1)	13,304	\$ 788,528
BioMarin Pharmaceutical, Inc. (1)	7,730	204,768
Celgene Corp. (1)	26,648	1,686,285
Cephalon, Inc. (1)	10,226	792,413
Enzon Pharmaceuticals, Inc. (1)	27,239	201,024
Progenics Pharmaceuticals, Inc. (1)	94,287	1,254,960
	- ,	\$ 4,927,978
Building Products 0.1%		
Masco Corp.	25,985	\$ 466,171
•	,	\$ 466,171
Capital Markets 3.3%		· ,
American Capital, Ltd.	70,672	\$ 1,802,843
Bank of New York Mellon Corp. (The)	82,529	2,688,795
Federated Investors, Inc., Class B	32,602	940,568
Franklin Resources, Inc.	23,936	2,109,480
Invesco PLC ADR	54,842	1,150,585
Legg Mason, Inc.	5,666	215,648
Merrill Lynch & Co., Inc.	164,719	4,167,391
7	- ,	\$ 13,075,310
Chemicals 1.6%		. 22,5,2,210
E.I. Du Pont de Nemours & Co.	73,387	\$ 2,957,496
Eastman Chemical Co.	27,979	1,540,524
Monsanto Co.	17,320	1,714,334
	17,520	\$ 6,212,354
Commercial Banks 3.3%		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
BB&T Corp.	78,467	\$ 2,966,053
Comerica, Inc.	6,414	210,315
Comercing and	0,117	210,513

Fifth Third Bancorp	163,451	1,945,067
Huntington Bancshares, Inc.	24,702	197,369
Marshall & Ilsley Corp.	11,296	227,614

National City Corp.	,	\$	99,120
Popular, Inc.	61,181		507,190
U.S. Bancorp	83,033		2,990,849
Wells Fargo & Co.	71,097		2,668,270
Zions Bancorporation	36,306		1,405,042
		\$	13,216,889
Commercial Services & Supplies 1.0%			
Avery Dennison Corp.	8,447	\$	375,723
Pitney Bowes, Inc.	44,333		1,474,516
RR Donnelley & Sons Co.	16,491		404,524
Waste Management, Inc.	59,061		1,859,831
		\$	4,114,594
Communications Equipment 3.8%			
Cisco Systems, Inc. (1)	237,947	\$	5,368,084
Corning, Inc.	201,160		3,146,142
Harris Corp.	30,013		1,386,601
Juniper Networks, Inc. (1)	8,298		174,839
Nokia Oyj ADR	29,005		540,943
QUALCOMM, Inc.	105,832		4,547,601
Research In Motion, Ltd. (1)	2,639		180,244
		\$	15,344,454
Computers & Peripherals 4.3%			, , ,
Apple, Inc. (1)	27,400	\$	3,114,284
Hewlett-Packard Co.	132,163		6,111,217
International Business Machines Corp.	68,838		8,051,292
International Business Facilities Corp.	00,000	\$	17,276,793
Construction & Engineering 0.5%		Ψ	1.,2.0,.>0
Fluor Corp.	38,964	\$	2,170,295
	2 0,5 0 1	\$	2,170,295
Construction Materials 0.1%		Ψ	2,170,250
	2.755	\$	205.247
Vulcan Materials Co.	2,755	\$ \$	205,247 205,247
Vulcan Materials Co.	2,755	\$ \$	205,247 205,247
Vulcan Materials Co. Distributors 0.4%		\$	205,247
Vulcan Materials Co.	2,755 43,485	\$	205,247 1,748,532
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co.		\$	205,247
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2%	43,485	\$ \$ \$	205,247 1,748,532 1,748,532
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co.		\$ \$ \$	205,247 1,748,532 1,748,532 658,157
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc.	43,485	\$ \$ \$	205,247 1,748,532 1,748,532
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0%	43,485 28,930	\$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp.	43,485 28,930 224,898	\$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc.	28,930 224,898 117,560	\$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc.	28,930 224,898 117,560 73,031	\$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co.	28,930 224,898 117,560 73,031 157,459	\$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc.	28,930 224,898 117,560 73,031	\$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext	28,930 224,898 117,560 73,031 157,459	\$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2%	28,930 224,898 117,560 73,031 157,459 63,866	\$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc.	28,930 224,898 117,560 73,031 157,459 63,866	\$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897	\$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166	\$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007 1,264,675
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc. Windstream Corp.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166	\$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc. Windstream Corp. Electric Utilities 1.1%	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166 115,601	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007 1,264,675 12,762,273
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc. Windstream Corp. Electric Utilities 1.1% Duke Energy Corp.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166 115,601	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007 1,264,675 12,762,273 2,161,268
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc. Windstream Corp. Electric Utilities 1.1% Duke Energy Corp. Edison International	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166 115,601 123,997 5,283	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007 1,264,675 12,762,273 2,161,268 210,792
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CTTGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc. Windstream Corp. Electric Utilities 1.1% Duke Energy Corp. Edison International FirstEnergy Corp.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166 115,601 123,997 5,283 20,725	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007 1,264,675 12,762,273 2,161,268 210,792 1,388,368
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CITGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc. Windstream Corp. Electric Utilities 1.1% Duke Energy Corp. Edison International FirstEnergy Corp. Pinnacle West Capital Corp.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166 115,601 123,997 5,283 20,725 7,168	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007 1,264,675 12,762,273 2,161,268 210,792 1,388,368 246,651
Vulcan Materials Co. Distributors 0.4% Genuine Parts Co. Diversified Consumer Services 0.2% H&R Block, Inc. Diversified Financial Services 5.0% Bank of America Corp. CTTGroup, Inc. Citigroup, Inc. JPMorgan Chase & Co. NYSE Euronext Diversified Telecommunication Services 3.2% AT&T, Inc. Frontier Communications Corp. Verizon Communications, Inc. Windstream Corp. Electric Utilities 1.1% Duke Energy Corp. Edison International FirstEnergy Corp.	28,930 224,898 117,560 73,031 157,459 63,866 186,704 121,897 152,166 115,601 123,997 5,283 20,725	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	205,247 1,748,532 1,748,532 658,157 658,157 7,871,430 818,218 1,497,866 7,353,335 2,502,270 20,043,119 5,212,776 1,401,815 4,883,007 1,264,675 12,762,273 2,161,268 210,792 1,388,368

Process Proc	Electrical Equipment 0.7%			
Penergy Equipment & Services 2.7% 9.78% 1.724.59 Bl Services Co. 9.78% 1.757.173 Bl Ballimorn Co. 78.280 2.155.388 Hallimorn Co. 78.280 2.155.388 Hallimorn Co. 41.966 2.105.707 Schlumberger, Ltd. 41.032 3.204.189 Transocean, Inc. (1) 7.42 8.15.189 Food & Staples Retailing 3.2% 11.4235 \$.33.845.150 Safeway, Inc. 10.91.655 \$.70.835.75 Food & Staples Retailing 3.2% 11.6937 .70.83.37 CVS Caremark Corp. 114.235 \$.33.845.150 Safeway, Inc. 116.937 .70.83.37 Food Products 6.7% 116.937 .70.83.37 Food Products 6.7% 12.750,163 Food Condyers Foods, Inc. 13.90 \$.70.83.37 Food Staples Retailing 2.2% 1.50.845 Food Condyers Foods, Inc. 13.90 \$.70.83.37 Food Products 6.7% 2.25.95.92 Food Condyers Foods, Inc. 13.90 \$.70.83.37 Hershey Co. (The) 57.147 2.25.95.92 Food Staples Co. (The) 13.90 \$.70.83.37 Hershey Co. (The) 57.147 2.25.95.92 Food Condyers Foods, Inc. 13.90 \$.70.83.37 Heath Care Equipment & Supplies 2.5% 13.90 \$.70.83.37 Baster International, Inc. 3.5.422 1.90.422 Baster International, Inc. 5.400 \$.35.32 Baster International, Inc. (1) 2.1128 \$.118.87 Baster International, Inc. (1) 2.1128 \$.35.32 Baster Interna	• •	71 644	\$	2 922 350
Recrysta Co. 9,789 \$ 187,264 Diamond Offsbore Drilling, Inc. 17,650 2,737,737,737,737,737,737,737,737,737,73	Ellicison Electric Co.	71,044		
Bi Services Co. 9,78 5 1,726 1,737,173 1,731,173 1,7	Energy Equipment & Services 2.7%		Ψ	2,5 22,005
Damod Offsbre Drilling, Inc.	OV 1 1	9,789	\$	187.264
Hallbinron Co. 78,286 2,353,489 Noble Cop. 47,966 2,105,707 Schlumberger, Lid. 41,022 3,204,189 Transocean, Inc. (1) 7,425 815,562 Food & Staples Retailing 3.2% 114,225 \$ 3,845,150 Saleway, Inc. 80,171 1,901,565 Saleway, Inc. 116,937 7,003,357 Food Products 0.7% 116,937 7,003,357 Food Products 0.7% 36,224 \$ 704,919 Conkar Products 0.7 3,224 \$ 704,919 Conkar Products 0.7% 3,242 \$ 704,919 Best on Scientific 0.2% 3,252 \$ 16,687 Baster International, Inc. \$ 4,50 \$ 3,583,726 Becton, Dickinson & Co. 2,55 \$ 205,004 Becton, Dickinson & Co. 2,55 \$ 205,004		,	Ψ	
Noble Corp.				
Schlumberger, Lid. 41,032 3,20,188 Fransocean, Inc. (1) 7,425 815,562 Food & Staples Retailing 3.2% 114,235 \$ 3,885,150 CVS Caremark Corp. 116,937 7,003,357 Safeway, Inc. 80,171 1,901,650 Wal-Mart Stores, Inc. 116,937 7,003,357 Food Products 0.7% 36,224 \$ 704,919 Condara Foods, Inc. 36,224 \$ 704,919 Ensight Products 0.7% 2,296,511 Gas Utilities 0.2% 3,137 2,296,511 Gas Utilities 0.2% 13,995 \$ 616,687 Health Care Equipment & Supplies 2.5% 3 \$ 16,687 Baxter International, Inc. \$ 4,000 \$ 2555 \$ 205,064 Becton, Dickinson & Co. 2,555 2,000,64 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 \$ 1,000 </td <td></td> <td></td> <td></td> <td></td>				
Transocean, Inc. (1) 7,425 81,5502 Food & Staples Retailing 3.2% 114,235 \$ 3,345,150 CVS Caremark Corp. 114,235 \$ 3,345,150 Safeway, Inc. 80,171 1,201,555 Wals-Mart Stores, Inc. 80,171 7,003,357 Food Products 0.7% 2,205,502 7,04,919 Bershey Co, (The) 36,224 7,04,919 Bershey Co, (The) 313,05 616,687 Gas Uillities 0.2% 13,305 616,687 Fleath Care Equipment & Supplies 2.5% 35,83,726 8 Baxter International, Inc. 2,555 205,064 Boston Scientific Corp. (1) 37,341 488,174 Covidien, Ltd. 35,422 1,904,287 Beater International, Inc. 2,555 205,064 Boston Scientific Corp. (1) 37,341 488,174 Covidien, Ltd. 35,422 1,904,287 Baxter International, Inc. 2,535 2,908,222 Baxter International, Inc. (1) 2,112 918,837 Covidien, Ltd. 3,542 1,				
Food & Staples Retailing 3.2% 1,0,065,384 CVS Caemark Corp. 114,235 \$ 3,345,150 Safeway, Inc. 80,171 1,001,656 Wal-Mark Stores, Inc. 116,937 7,003,337 Food Products 0.7% 2,259,032 2,704,919 Con Agra Foods, Inc. 5,714 2,259,592 Hershey Co. (The) 5,146 2,259,592 Bas Co. (The) 13,905 \$ 616,687 Wicor, Inc. 13,905 \$ 616,687 Health Care Equipment & Supplies 2.5% 5 26,648 Baster International, Inc. 54,605 3,538,726 Bestern, Dickinson & Co. 2,555 2,006,64 Boston Scientific Corp. (1) 37,341 458,174 Covidien, Lid. 35,422 19,04,387 Medironic, Inc. 54,884 2,749,688 Si. Jude Medical, Inc. (1) 21,128 91,885 Zimmer Holdings, Inc. (1) 35,422 19,04,287 Medironic, Inc. 3,53 2,29,202 Zammer Holdings, Inc. (1) 4,236 1,20,076				
Food Staples Retailing 3.2% 114,235 \$.3,845,150 \$.050		., -	\$	
CVS Caremark Corp. 114,235 \$ 3,345,150 Safeway, Inc. 80,171 7,003,357 Wal-Mart Stores, Inc. 116,937 7,003,357 Food Products 0.7% 36,224 \$ 704,919 Condary Foods, Inc. 57,147 2,259,592 Bershey Co. (The) \$ 13,005 \$ 616,687 Beach Corp. \$ 616,687 \$ 616,687 Health Care Equipment & Supplies 2.5% \$ 616,687 Health Care Equipment & Supplies 2.5% \$ 2,964,511 Baster International, Inc. \$ 4,605 \$ 3,583,726 Beater International, Inc. \$ 5,405 \$ 5,405 \$ 8,817 Covordien, L. \$ 2,305 \$ 1,904,287	Food & Staples Retailing 3.2%			, ,
Wall-Mart Stores, Inc. 116,937 7,003,357 Food Products 0.78 12,750,163 Food Products 0.79 7,04,919 Hershey Co, Chice) 57,147 2,259,592 Bestiver Co, Chice) 36,224 8 704,919 Hershey Co, Chice) 31,305 \$ 616,687 Nicor, Inc. 13,905 \$ 616,687 Health Care Equipment & Supplies 2.58 616,687 Baxter International, Inc. \$4,605 \$3,583,726 Becton, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 37,341 488,174 Covidien, Lul. 37,422 1904,287 Medtronic, Inc. \$4,883 2,749,688 St. Jude Medical, Inc. (1) 4,883 2,843,67 Learning Long Long Long Long Long Long Long Lo	CVS Caremark Corp.	114,235	\$	3,845,150
Food Products 5, 12,750,163 Food Products 36,224 \$ 70,4919 Hershey Co. (The) 36,224 \$ 704,919 Hershey Co. (The) \$ 2,296,291 Constitution \$ 2,296,211 Ricor, Inc. 13,905 \$ 616,687 Health Care Equipment & Supplies 2.5% \$ 616,687 Beatter International, Inc. \$4,605 \$ 3,583,726 Becton, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 35,422 1,904,287 Weddronic, Inc. \$4,843 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,837 Zimmer Holdings, Inc. (1) 4,83 2,829,422 Exten, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 5,376 \$ 194,127 Cardinal Health, Solutions, Inc. (1) 9,283 645,168 McKesson Corp. 3,374 2,118,715 McKesson Corp. 3,374 2,118,715 McKesson Corp. 3,861 5,176,288	Safeway, Inc.	80,171		1,901,656
Food Products 0.78(2) \$ 704,919 ConAgar Foods, Inc. 36,224 \$ 704,919 Hershey Co, (The) 57,147 2,259,592 Gas Utilities 0.20 \$ 2,964,511 Nicor, Inc. 13,095 \$ 616,687 Health Care Equipment & Supplies 2.5% 616,687 Baxer International, Inc. \$ 4,605 \$ 3,538,726 Boston, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 37,341 488,174 Govidien, Ltd. 35,422 1,904,287 Meditronic, Inc. \$4,884 2,749,688 St, Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4,83 2,89422 Health Care Providers & Services 2.28 1,904,287 Actena, Inc. 5,376 1,912,28 Actena, Inc. 5,376 1,912,27 Actena, Inc. 5,376 1,912,27 Actena, Inc. 2,376 1,912,27 Actena, Inc. 2,373 1,515,478 Express Scripts, Inc	Wal-Mart Stores, Inc.	116,937		7,003,357
Condara Foods, Inc. 36,224 \$ 704,919 Hershey Co. (The) 57,147 2,259,592 Gas Utilities 0.2 13,905 \$ 616,687 Nicor, Inc. 13,905 \$ 616,687 Nicor, Inc. 13,905 \$ 616,687 Health Care Equipment & Supplies 2.586 616,687 Baster International, Inc. 54,605 \$ 3,583,726 Becton, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 37,341 488,174 Covidien, Ltd. 35,422 1,904,287 Meditronic, Inc. 54,884 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4,833 289,422 Zimmer Holdings, Inc. (1) 4,835 194,127 Cardinal Health, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 2,336 615,168 McKesson Corp. 39,374 2,118,715 Medeo Health Solutions, Inc. (1) 2,282,700			\$	12,750,163
Hershey Co. (The)	Food Products 0.7%			
Sea Utilities 0.2% 13,905 5 616,687 13,905 5 616,687 13,905 5 616,687 13,905 5 616,687 13,905 5 616,687 13,905 5 616,687 13,905 13,9	ConAgra Foods, Inc.	36,224	\$	704,919
Gas Utilities 0.2% 13.905 \$ 616.687 Nicor, Inc. 13.905 \$ 616.687 Health Care Equipment & Supplies 2.5% 3.54.605 \$ 3.583,726 Baxter International, Inc. 54.605 \$ 3.583,726 Becton, Dickinson & Co. 2,555 205.064 Boston Scientific Corp. (1) 37.341 488,174 Covidien, I.d. 35.422 1,904,287 Meditronic, Inc. 54.884 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4.83 289,422 Beath Care Providers & Services 2.28 10,109,218 Keath, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 9,283 645,168 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medo Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnosties, Inc. 1 7 8,164,818 McKesson Corp.	Hershey Co. (The)	57,147		2,259,592
Nicor, Inc. 13,905 616,687 Health Care Equipment & Supplies 2.5% Baxter International, Inc. 54,605 3,583,726 Becton, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 37,341 458,174 Covidien, Ltd. 35,422 1,904,287 Meditronic, Inc. 48,844 2,749,688 S. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 21,228 10,109,218 Actan, Inc. 5,376 91,912,92 Actan, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 92,83 645,168 McKesson Corp. 39,374 2,118,115 McKesson Corp. 38,614,931 Hotels, R			\$	2,964,511
Health Care Equipment & Supplies 2.5%	Gas Utilities 0.2%			
Health Care Equipment & Supplies 2.5% 3.583,726 Baxter International, Inc. 54,005 3.583,726 Becton, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 37,341 458,174 Covidien, Ltd. 35,422 1,904,287 Meditronic, Inc. 54,884 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 21,128 98,827 Zimmer Holdings, Inc. (1) 5,376 101,0218 Health Care Providers & Services 2.2% Actna, Inc. 5,376 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 42,366 1,200,756 Express Scripts, Inc. (1) 42,366 1,200,756 Express Scripts, Inc. (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medeo Health Solutions, Inc. (1) 39,374 2,118,715 McKesson Corp. 38,610 1,107 571,975 McKesson Corp. Unit 38,610 1,64,863	Nicor, Inc.	13,905		
Baxter International, Inc. 54,605 \$ 3,583,726 Becton, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 37,341 458,174 Covidien, Ltd. 35,422 1,904,287 Medtronic, Inc. 54,884 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4,483 289,422 Beath, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Hotels, Restaurants & Leisure 1.4% 11,070 571,987 Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starvood Hotels & Resorts W			\$	616,687
Becton, Dickinson & Co. 2,555 205,064 Boston Scientific Corp. (1) 37,341 458,174 Covidien, Ltd. 35,422 1,904,287 Medronic, Inc. 54,884 2,749,688 St. Jude Medical, Inc. (1) 4,883 289,422 Zimmer Holdings, Inc. (1) 4,883 289,422 * In,109,218 Health Care Providers & Services 2.2% Acta, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 5,376 \$ 8,614,931 Medco Health Solutions, Inc. (1) 5,376 \$ 8,614,931 Medco Health Solutions, Inc. (1) 38,610 \$ 1,364,863 McKesson Corp. 38,610 \$ 1,364,863 McKesson Corp., Unit 38,610 \$ 1,364,863 Marriot International, Inc., Class A 7,605 198,414 <t< td=""><td></td><td></td><td></td><td></td></t<>				
Boston Scientific Corp. (1) 37,341 458,174 Coviden, Ltd. 35,422 1,904,287 Medtronic, Inc. 54,884 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4,83 289,422 * 10,109,218 Health Care Providers & Services 2.26 Actna, Inc. 24,366 1,200,756 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Metzo, Restaurants & Leisure 1.4% 38,610 \$ 1,364,863 Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 35,271 1,151,817 Startood Hotels & Resorts Worldwide, Inc. 89,029 \$ 1,159,158	•	/	\$	
Covidien, Ltd. 35,422 1,904,287 Medtronic, Inc. 54,884 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4,883 289,422 Eximmer Holdings, Inc. (1) 4,883 289,422 Health Care Providers & Services 2.2% 35,768 194,127 Actna, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Meticls, Restaurants & Leisure 1.4% 38,610 \$ 1,364,863 Carnival Corp., Unit 38,610 \$ 1,864,863 Marriott International, Inc., Class A 7,605 198,414 McDonald s Corp. 33,71 1,150,187 Yuml Brands, Inc. 35,271 1,150,187 Yuml Brands, Inc. <td></td> <td></td> <td></td> <td></td>				
Medtronic, Inc. 54,884 2,749,688 St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4,483 289,422 In,109,218 Health Care Providers & Services 2.2% Actna, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medeo Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Meto-Beath Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 Marriott International, Inc., Class A 7,605 198,414 McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 5,561,628 Household Durables 0.9% 1,159,158				
St. Jude Medical, Inc. (1) 21,128 918,857 Zimmer Holdings, Inc. (1) 4,483 289,422 Health Care Providers & Services 2.2% 10,109,218 Metalth Care Providers & Services 2.2% 5,376 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Hotels, Restaurants & Leisure 1.4% 38,611 3,136,4863 Marriott International, Inc., Class A 7,605 198,414 McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 35,271 1,150,187 Yum! Brands, Inc. 89,029 1,150,187 Yum! Brands, Inc. 89,029 1,159,158 KB HOME 14,126 278,000 RB HOME 25,872 2,051,391 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp.				
Zimmer Holdings, Inc. (1) 4,483 289,422 Kealth Care Providers & Services 2.2% 10,109,218 Aetna, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 2,283 645,168 McKesson Corp. 39,374 2,118,715 Medeo Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Medicol Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Medicol Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 7,005 1,364,863 Medicol Health Solutions, Inc. (1) 38,614,931 1,364,863 Marriott International, Inc., Class A 7,005 1,844,863 Marriott International, Inc., Class A 7,005 1,844 McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 89,029 \$ 1,50,187 Yum! Brands, Inc. 89,029 \$ 1,50,187				
Health Care Providers & Services 2.2%				
Health Care Providers & Services 2.2% Actna, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Quest Diagnostics, Inc. 11,070 571,987 Wed Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yun's Brands, Inc. 5,561,628 Household Durables 0.9% \$ 1,159,158 Byland Group, Inc. 89,029 \$ 1,159,158 KB HOME 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp. 25,872 2,051,391 Whirlpool	Zimmer Holdings, Inc. (1)	4,483	ф	
Aetna, Inc. 5,376 \$ 194,127 Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Hotels, Restaurants & Leisure 1.4% Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 Yum! Brands, Inc. \$ 5,561,628 Household Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp. 25,	Health Company of Coming 220		\$	10,109,218
Cardinal Health, Inc. 24,366 1,200,756 Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 * 8,614,931 Hotels, Restaurants & Leisure 1.4% Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 * 5,561,628 Household Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 R HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp. 25,872 2,051,391		5 276	¢	104 127
Express Scripts, Inc. (1) 14,298 1,055,478 Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 * 8,614,931 Hotels, Restaurants & Leisure 1.4% Camival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 * 5,561,628 Household Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Household Products 2.7% 2,051,391 Household Products 2.7% 2,051,391 Procter & Gamble Co. 1,422,697			Ф	,
Laboratory Corp. of America Holdings (1) 9,283 645,168 McKesson Corp. 39,374 2,118,715 Medoc Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 8,614,931 Hotels, Restaurants & Leisure 1.4% Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 Functional Durables 0.9% 5,561,628 Household Durables 0.9% 1,159,158 KB HOME 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. \$ 3,712,988 Household Products 2.7% \$ 199,229 Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697				
McKesson Corp. 39,374 2,118,715 Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 Hotels, Restaurants & Leisure 1.4% Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yun! Brands, Inc. 35,271 1,150,187 Household Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Household Products 2.7% Clorox Co. (The) 3,178 199,229 Procter & Gamble Co. 149,558 10,422,697				
Medco Health Solutions, Inc. (1) 62,860 2,828,700 Quest Diagnostics, Inc. 11,070 571,987 8,614,931 Hotels, Restaurants & Leisure 1.4% Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 ** 5,561,628 Household Durables 0.9% 1,159,158 KB HOME 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp. 3,712,988 Household Products 2.7% Clorox Co. (The) 3,178 199,229 Procter & Gamble Co. 149,558 10,422,697				
Quest Diagnostics, Inc. 11,070 571,987 8,614,931 Hotels, Restaurants & Leisure 1.4% 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 5,561,628 Household Durables 0.9% \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp. 3,712,988 Household Products 2.7% 2,7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697				
\$ 8,614,931 Hotels, Restaurants & Leisure 1.4% Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 Household Durables 0.9% 5,561,628 D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp. 3,712,988 Household Products 2.7% 2,051,391 Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697				
Hotels, Restaurants & Leisure 1.4% 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 \$ 5,561,628	Quest Diagnostics, Inc.	11,070	\$	
Carnival Corp., Unit 38,610 \$ 1,364,863 Marriott International, Inc., Class A 7,605 198,414 McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 Yum! Brands, Inc. \$ 5,561,628 Household Durables 0.9% 0.9% 1,159,158 D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Corp. \$ 3,712,988 Household Products 2.7% 2,051,391 Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697	Hotels, Restaurants & Leisure 1.4%		Ψ	0,014,231
Marriott International, Inc., Class A 7,605 198,414 McDonald's Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 * 5,561,628 Household Durables 0.9% 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 * 3,712,988 Household Products 2.7% 2,7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697		38.610	\$	1.364.863
McDonald s Corp. 43,420 2,679,014 Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 \$ 5,561,628 Household Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Whirlpool Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697			-	
Starwood Hotels & Resorts Worldwide, Inc. 6,011 169,150 Yum! Brands, Inc. 35,271 1,150,187 \$ 5,561,628 Household Durables 0.9% 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Household Products 2.7% 3,178 199,229 Procter & Gamble Co. 149,558 10,422,697				
Yum! Brands, Inc. 35,271 1,150,187 k busehold Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 * 3,712,988 Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697				
Household Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697				
Household Durables 0.9% D.R. Horton, Inc. 89,029 \$ 1,159,158 KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 * 3,712,988 Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697		,	\$	
KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 * 3,712,988 Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697	Household Durables 0.9%			, ,
KB HOME 14,126 278,000 Ryland Group, Inc. 8,463 224,439 Whirlpool Corp. 25,872 2,051,391 \$ 3,712,988 Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697	D.R. Horton, Inc.	89,029	\$	1,159,158
Whirlpool Corp. 25,872 2,051,391 \$ 3,712,988 Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697	KB HOME	14,126		
Whirlpool Corp. 25,872 2,051,391 \$ 3,712,988 Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697	Ryland Group, Inc.	8,463		224,439
Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697				
Household Products 2.7% Clorox Co. (The) 3,178 \$ 199,229 Procter & Gamble Co. 149,558 10,422,697			\$	
Procter & Gamble Co. 149,558 10,422,697	Household Products 2.7%			
Procter & Gamble Co. 149,558 10,422,697	Clorox Co. (The)	3,178	\$	199,229
			\$	10,621,926

Industrial Conglomerates 3.1%			
	7,192	\$	3,906,786
General Electric Co. 332	2,550		8,480,025
		\$	12,386,811
Insurance 3.4%			
ACE, Ltd.	3,619	\$	195,896
Aegon NV ADR	,621		189,832
Allstate Corp. (The)	7,137		1,251,558
AON Corp.	5,775		1,203,804
Assurant, Inc.	3,960		217,800
First American Corp.	3,676		403,442
Hartford Financial Services Group, Inc. 51	,588		2,114,592
Lincoln National Corp.	7,151		306,134
MetLife, Inc.	5,281		1,471,736
PartnerRe, Ltd.	5,273		359,039
Principal Financial Group, Inc.	5,176		225,104
Prudential Financial, Inc.	5,186		2,533,392
Travelers Companies, Inc. (The)	3,703		3,105,376
XL Capital Ltd., Class A	2,397		222,402
		\$	13,800,107
Internet Software & Services 1.8%			
Akamai Technologies, Inc. (1)	,821	\$	206,158
),623		685,343
Google, Inc., Class A (1)	2,355		4,948,425
VeriSign, Inc. (1)	7,053		1,227,142
		\$	7,067,068
IT Services 0.9%			
	7,355	\$	1,596,926
	3,217		187,594
MasterCard, Inc., Class A	3,596		637,679
Paychex, Inc.	5,873		1,217,915
		\$	3,640,114
Leisure Equipment & Products 0.5%			
Mattel, Inc.	5,881	\$	2,090,493
		\$	2,090,493
Life Sciences Tools & Services 0.2%			
	5,066	\$	207,761
Thermo Fisher Scientific, Inc. (1)	3,409		462,495
		\$	670,256
Machinery 1.7%			
	5,271	\$	3,353,752
	9,755		482,873
	1,497		1,376,241
	9,280		912,658
•	,499		503,447
Titan International, Inc.	3,316		177,297
		\$	6,806,268
Media 1.8%			
1 ,	3,360	\$	194,789
	3,244		212,158
	3,418		754,145
• • • • • • • • • • • • • • • • • • • •	3,697		620,150
	2,599		213,049
	1,079		419,112
	5,271		166,616
	7,320		205,253
Walt Disney Co.	3,175	ф	4,240,591
		\$	7,025,863

Metals & Mining 0.9%			
Alcoa, Inc.	112,277	\$	2,535,215
Freeport-McMoRan Copper & Gold, Inc., Class B	3,074	Ψ	174,757
Nucor Corp.	22,525		889,738
rucoi coip.	22,323	\$	3,599,710
Multiline Retail 0.8%		Ψ	3,577,710
Big Lots, Inc. (1)	42,909	\$	1,194,157
Dillard s Inc. Class A	17,054	Ψ	201,237
JC Penney Company, Inc.	26,756		892,045
Macy s, Inc.	20,730		18
Nordstrom, Inc.	30,006		864,773
Saks, Inc. (1)	20,623		190,763
	20,020	\$	3,342,993
Multi-Utilities 3.0%		т	0,0 12,000
Ameren Corp.	11,675	\$	455,675
CenterPoint Energy, Inc.	17,504	т	255,033
CMS Energy Corp.	169,267		2,110,759
Consolidated Edison, Inc.	5,156		221,502
Dominion Resources, Inc.	69,536		2,974,750
DTE Energy Co.	4,649		186,518
Integrys Energy Group, Inc.	10,554		527,067
NiSource, Inc.	13,237		195,378
NorthWestern Corp.	25,000		628,250
Public Service Enterprise Group, Inc.	79,190		2,596,640
TECO Energy, Inc.	110,189		1,733,273
Xcel Energy, Inc.	12,009		240,060
		\$	12,124,905
Oil, Gas & Consumable Fuels 11.4%			
Anadarko Petroleum Corp.	3,913	\$	189,820
Chevron Corp.	103,723		8,555,073
ConocoPhillips	90,302		6,614,622
EOG Resources, Inc.	26,676		2,386,435
Exxon Mobil Corp.	228,240		17,725,118
Hess Corp.	21,226		1,742,230
Marathon Oil Corp.	47,026		1,874,927
Occidental Petroleum Corp.	48,622		3,425,420
Range Resources Corp.	4,421		189,528
Williams Cos., Inc.	84,159		1,990,360
XTO Energy, Inc.	21,701		1,009,531
		\$	45,703,064
Paper & Forest Products 0.6%		_	
International Paper Co.	36,027	\$	943,187
Louisiana-Pacific Corp.	51,977		483,386
MeadWestvaco Corp.	33,483	ф	780,489
Power I Poul and Add		\$	2,207,062
Personal Products 0.4%	12 (05	¢.	1 107 000
Alberto-Culver Co. Estee Lauder Cos., Inc., Class A	43,605	\$	1,187,800
Estee Lauder Cos., Inc., Class A	8,436	Ф	421,041 1,608,841
Dharmacouticals 6.4%		\$	1,008,841
Pharmaceuticals 6.4% Abbott Laboratories	96,451	\$	5,553,649
		Ф	
Bristol-Myers Squibb Co. Eli Lilly & Co.	151,729 30,507		3,163,550 1,343,223
Johnson & Johnson	107,999		7,482,171
Merck & Co., Inc.	58,832		1,856,738
Pfizer, Inc.	291,077		5,367,460
Schering-Plough Corp.	40,205		742,586
Stating Flough Colp.	10,203	\$	25,509,377
		Ψ.	

Professional Services 0.1%		
Robert Half International, Inc.	8,477	\$ 209,806
		\$ 209,806

Real Estate Investment Trusts (REITs) 0.9%			
Developers Diversified Realty Corp.	6,361	\$	201,580
Plum Creek Timber Co., Inc.	14,236		709,807
Simon Property Group, Inc.	29,775		2,888,175
1, 3, 1, 1,	,,,,,	\$	3,799,562
Road & Rail 0.8%		·	, ,
CSX Corp.	22,133	\$	1,207,798
Norfolk Southern Corp.	17,421		1,153,444
Ryder System, Inc.	3,031		187,922
Union Pacific Corp.	11,160		794,146
		\$	3,343,310
Semiconductors & Semiconductor Equipment 2.5%			
Analog Devices, Inc.	9,079	\$	239,232
, 11	126,068		1,907,409
Intel Corp.	138,665		2,597,195
KLA-Tencor Corp.	62,458		1,976,796
Linear Technology Corp.	6,750		206,955
MEMC Electronic Materials, Inc. (1)	6,823		192,818
Microchip Technology, Inc.	73,034		2,149,391
NVIDIA Corp. (1)	62,730		671,838
		\$	9,941,634
Software 3.4%			
Adobe Systems, Inc. (1)	32,525	\$	1,283,762
· · · · · · · · · · · · · · · · · · ·	366,393		9,779,029
1 1	121,046		2,458,444
Quest Software, Inc. (1)	17,700		224,613
		\$	13,745,848
Specialty Retail 1.1%	40.450		-2- 0/2
Best Buy Co., Inc.	19,679	\$	737,963
Home Depot, Inc.	96,589		2,500,689
Sherwin-Williams Co. (The)	13,337		762,343
Tiffany & Co.	14,641	ф	520,048
		\$	4,521,043
Textiles, Apparel & Luxury Goods 0.9%	47, 440	Ф	2 174 271
Nike, Inc., Class B	47,448	\$	3,174,271
VF Corp.	4,266	ф	329,804
Tahaan 150		\$	3,504,075
Tobacco 1.5% Philip Morris International, Inc.	67,621	\$	2 252 570
	,	Ф	3,252,570 697,794
Reynolds American, Inc. UST, Inc.	14,352 32,881		2,187,902
US1, IIIC.	32,001	\$, ,
Total Common Stocks		Ф	6,138,266
		ф	405 0 40 44 5
(identified cost \$377,177,659)		\$	407,042,116
Total Investments 101.7%			
(identified cost \$377,177,659)		\$	407,042,116

Covered Call Options Written (1.8)%

Don't do	Number	Strike	Expiration	¥7.1
Description	of Contracts	Price	Date	Value
S&P 500 Index	222	\$ 1,185	10/18/08	\$ (710,400)
S&P 500 Index	1,510	1,210	10/18/08	(3,442,800)
S&P 500 Index	1,681	1,215	10/18/08	(3,109,850)
Total Covered Call Options Written				
(premiums received \$9,063,405)				\$ (7,263,050)
Other Assets, Less Liabilities 0.1%				\$ 474,234

Net Assets 100.0% \$ 400,253,300

ADR American Depository Receipt
(1) Non-income producing security.

6

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	\$ 377,145,784
Gross unrealized appreciation	\$ 49,084,339
Gross unrealized depreciation	(19,188,007)
Net unrealized appreciation	\$ 29,896,332

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	3,239	\$ 7,157,841
Options written	29,907	71,317,838
Options terminated in closing purchase transactions	(29,733)	(69,412,274)
Outstanding, end of period	3,413	\$ 9,063,405

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. 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:

Investments in Other Financial Valuation Inputs Securities Instruments*

Level 1	Quoted Prices	\$ 407,042,116	\$ (7,263,050)
Level 2	Other Significant Observable Inputs		
Level 3	Significant Unobservable Inputs		
Total		\$ 407,042,116	\$ (7,263,050)

^{*}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.

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 Tax-Managed Buy-Write Income Fund

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