

LILLY ELI &amp; CO

Form 4

July 30, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LILLY ENDOWMENT INC

(Last) (First) (Middle)

2801 NORTH MERIDIAN STREET

(Street)

INDIANAPOLIS, IN 46208-0068

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

LILLY ELI &amp; CO [LLY]

3. Date of Earliest Transaction  
(Month/Day/Year)

07/29/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
31-Common Stock	07/29/2008		S		500	D	\$ 48.27	137,363,904	D
32-Common Stock	07/29/2008		S		3,100	D	\$ 48.27	137,360,804	D
33-Common Stock	07/29/2008		S		600	D	\$ 48.28	137,360,204	D
34-Common Stock	07/29/2008		S		6,074	D	\$ 48.28	137,354,130	D
35-Common Stock	07/29/2008		S		100	D	\$ 48.29	137,354,030	D
	07/29/2008		S		4,602	D		137,349,428	D

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36-Common Stock					\$ 48.29			
37-Common Stock	07/29/2008	S	700	D	\$ 48.3	137,348,728	D	
38-Common Stock	07/29/2008	S	6,956	D	\$ 48.3	137,341,772	D	
39-Common Stock	07/29/2008	S	1,500	D	\$ 48.31	137,340,272	D	
40-Common Stock	07/29/2008	S	1,698	D	\$ 48.31	137,338,574	D	
41-Common Stock	07/29/2008	S	500	D	\$ 48.32	137,338,074	D	
42-Common Stock	07/29/2008	S	2,800	D	\$ 48.32	137,335,274	D	
43-Common Stock	07/29/2008	S	500	D	\$ 48.33	137,334,774	D	
44-Common Stock	07/29/2008	S	1,770	D	\$ 48.33	137,333,004	D	
45-Common Stock	07/29/2008	S	800	D	\$ 48.34	137,332,204	D	
46-Common Stock	07/29/2008	S	1,700	D	\$ 48.34	137,330,504	D	
47-Common Stock	07/29/2008	S	900	D	\$ 48.35	137,329,604	D	
48-Common Stock	07/29/2008	S	1,500	D	\$ 48.35	137,328,104	D	
49-Common Stock	07/29/2008	S	600	D	\$ 48.36	137,327,504	D	
50-Common Stock	07/29/2008	S	400	D	\$ 48.36	137,327,104	D	
51-Common Stock	07/29/2008	S	1,300	D	\$ 48.37	137,325,804	D	
52-Common Stock	07/29/2008	S	900	D	\$ 48.37	137,324,904	D	
53-Common Stock	07/29/2008	S	1,400	D	\$ 48.38	137,323,504	D	
54-Common Stock	07/29/2008	S	1,400	D	\$ 48.38	137,322,104	D	
55-Common Stock	07/29/2008	S	900	D	\$ 48.39	137,321,204	D	
	07/29/2008	S	1,400	D		137,319,804	D	

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56-Common Stock						\$ 48.39		
57-Common Stock	07/29/2008	S	600	D	\$ 48.4	137,319,204	D	
58-Common Stock	07/29/2008	S	400	D	\$ 48.4	137,318,804	D	
59-Common Stock	07/29/2008	S	1,300	D	\$ 48.41	137,317,504	D	
60-Common Stock	07/29/2008	S	400	D	\$ 48.41	137,317,104	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LILLY ENDOWMENT INC 2801 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208-0068	X

## Signatures

by:/s/E. G. White, Vice President for Finance on behalf of Lilly Endowment,  
Inc.

07/30/2008

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### Remarks:

This is the second of four Forms 4 filed by the Reporting Person on the same date, July 30, 2008, representing transactions #3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.