SANTINI GINO

Form 5

February 03, 2010

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

2005

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no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Ad SANTINI GI		rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	LILLY ELI & CO [LLY] 3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
LILLY CORPORATE CENTER			12/31/2009	X Officer (give title Other (specify below) below) Sr.VP, Corp. Strategy & BD			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)				
				(check applicable line)			

INDIANAPOLIS, INÂ 46285

(State)

(7in)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State) (Z	Table I - Non-Derivative Securities Acquired, Disposed of, or Benderal							ly 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) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/05/2009	Â	G	5,259	D	\$ 0	96,915	D	Â
Common Stock	12/07/2009	Â	G	420	D	\$0	96,495	D	Â
Common Stock	05/05/2009	Â	G	751	A	\$0	3,806	I (1)	by daughter
Common Stock	05/05/2009	Â	G	751	A	\$0	3,806	I (1)	by son
	05/05/2009	Â	G	3,757	A	\$0	16,145	I (1)	by wife

Common Stock

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

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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)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address	returnolishi po					
	Director	10% Owner	Officer	Othe		
SANTINI GINO LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â	Sr.VP, Corp. Strategy & BD	Â		

Signatures

Gino Santini 02/03/2010

**Signature of Date
Reporting Person

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).
- (1) Reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2