

LILLY ELI & CO
Form 4
May 24, 2007

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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 & CO [LLY]

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2007

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
1-Common Stock	05/23/2007		S		500	D	\$ 59.38
2-Common Stock	05/23/2007		S		6,000	D	\$ 59.4
3-Common Stock	05/23/2007		S		1,900	D	\$ 59.41
4-Common Stock	05/23/2007		S		500	D	\$ 59.42
5-Common Stock	05/23/2007		S		2,500	D	\$ 59.43
	05/23/2007		S		1,900	D	
							138,152,504
							D

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6-Common Stock					\$ 59.44		
7-Common Stock	05/23/2007	S	6,900	D	\$ 59.45	138,145,604	D
8-Common Stock	05/23/2007	S	7,600	D	\$ 59.46	138,138,004	D
9-Common Stock	05/23/2007	S	3,400	D	\$ 59.47	138,134,604	D
10-Common Stock	05/23/2007	S	2,700	D	\$ 59.48	138,131,904	D
11-Common Stock	05/23/2007	S	1,200	D	\$ 59.49	138,130,704	D
12-Common Stock	05/23/2007	S	2,500	D	\$ 59.5	138,128,204	D
13-Common Stock	05/23/2007	S	2,100	D	\$ 59.51	138,126,104	D
14-Common Stock	05/23/2007	S	1,900	D	\$ 59.52	138,124,204	D
15-Common Stock	05/23/2007	S	2,500	D	\$ 59.53	138,121,704	D
16-Common Stock	05/23/2007	S	2,900	D	\$ 59.54	138,118,804	D
17-Common Stock	05/23/2007	S	10,000	D	\$ 59.55	138,108,804	D
18-Common Stock	05/23/2007	S	4,400	D	\$ 59.56	138,104,404	D
19-Common Stock	05/23/2007	S	7,500	D	\$ 59.57	138,096,904	D
20-Common Stock	05/23/2007	S	2,000	D	\$ 59.58	138,094,904	D
21-Common Stock	05/23/2007	S	3,900	D	\$ 59.59	138,091,004	D
22-Common Stock	05/23/2007	S	6,300	D	\$ 59.6	138,084,704	D
23-Common Stock	05/23/2007	S	3,500	D	\$ 59.61	138,081,204	D
24-Common Stock	05/23/2007	S	6,800	D	\$ 59.62	138,074,404	D
25-Common Stock	05/23/2007	S	3,200	D	\$ 59.63	138,071,204	D
	05/23/2007	S	3,200	D		138,068,004	D

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26-Common Stock						\$ 59.64		
27-Common Stock	05/23/2007	S	2,200	D		\$ 59.65	138,065,804	D
28-Common Stock	05/23/2007	S	2,200	D		\$ 59.66	138,063,604	D
29-Common Stock	05/23/2007	S	3,600	D		\$ 59.67	138,060,004	D
30-Common Stock	05/23/2007	S	300	D		\$ 59.68	138,059,704	D

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

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SEC 1474
(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. Number of Derivative Securities Owned Beneficially (Instr. 6)
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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.

05/24/2007

__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 first of two Forms 4 filed by the Reporting Person on same date, May 24, 2007, representing transactions #1 through

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

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