

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-09** | Period of Report: **2012-12-31**
SEC Accession No. [0001140361-13-001499](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

LILLY ENDOWMENT INC

CIK:[316011](#) | IRS No.: [350868122](#) | State of Incorporation: **IN** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: [028-00889](#) | Film No.: **13519781**

Mailing Address

2801 NORTH MERIDIAN ST
INDIANAPOLIS IN 46208

Business Address

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INDIANANAPOLIS IN 46208
3179245471

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

Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2012
Check here if Amendment ; Amendment Number: -----

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Lilly Endowment, Inc.
Address: 2801 North Meridian Street
Indianapolis, IN 46208-0068

Form 13F File Number:

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Diane M. Stenson
Title: Vice President and Treasurer
Phone: 317-924-5471

Signature, Place, and Date of Signing:

/s/ Diane M. Stenson	Indianapolis, Indiana	1/3/2013
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 1
Form 13F Information Table Value Total: \$ 6,691,284

(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

<TABLE>
<CAPTION>

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
<S> Eli Lilly and Company	<C> Common	<C> 532457108	<C> 6,691,284	<C> 135,670,804	SH	<C>	<C>	<C>	<C>	<C>	<C>