

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-10** | Period of Report: **2013-01-01**
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REPORTING OWNER

Harrington Michael J

CIK: **1566340**

Type: **3** | Act: **34** | File No.: **001-06351** | Film No.: **13523187**

Mailing Address

*LILLY CORPORATE CENTER
INDIANAPOLIS IN 46285*

ISSUER

LILLY ELI & CO

CIK: **59478** | IRS No.: **350470950** | State of Incorporation: **IN** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address

*LILLY CORPORATE CENTER
DROP CODE 1112
INDIANAPOLIS IN 46285*

Business Address

*LILLY CORPORATE CTR
DROP CODE 1112
INDIANAPOLIS IN 46285
3172762000*

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>Harrington Michael J</u> (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u> (Street) <u>INDIANAPOLIS, IN 46285</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI & CO [LLY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Senior VP and General Counsel</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	376	I	401(k)
Common Stock	15,568	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee stock option 2/03 (right to buy)	02/16/2006	02/15/2013	Common Stock	3,800	\$57.85	D	
Employee stock option 2/04 (right to buy)	02/19/2007	02/14/2014	Common Stock	5,200	\$73.11	D	
Employee stock option 2/05 (right to buy)	02/11/2008	02/10/2015	Common Stock	2,722	\$55.65	D	
Employee stock option 2/06 (right to buy)	02/10/2009	02/09/2016	Common Stock	6,024	\$56.18	D	

Signatures

Michael J. Harrington

** Signature of Reporting Person

01/10/2013

Date

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

* 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).

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

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 Number.