

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-28**
SEC Accession No. **0001209191-08-049641**

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ISSUER

LILLY ELI & CO

CIK: **59478** | IRS No.: **350470950** | State of Incorp.: **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

REPORTING OWNER

LILLY ENDOWMENT INC

CIK: **316011** | State of Incorp.: **IN** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-06351** | Film No.: **081047462**

Mailing Address

2801 NORTH MERIDIAN ST
INDIANAPOLIS IN 46208

Business Address

2801 NORTH MERIDIAN
STREET
INDIANANAPOLIS IN 46208
3179245471

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVALOMB Number: 3235-0287
Expires: 02/28/2011
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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**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 LILLY ENDOWMENT INC			2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2008			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		
2801 NORTH MERIDIAN STREET (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
INDIANAPOLIS, IN 46208-0068 (City) (State) (Zip)								

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	08/28/2008		<u>S</u>		10,270	D	\$46.86	136,059,234	D	
32-Common Stock	08/28/2008		<u>S</u>		2,630	D	\$46.87	136,056,604	D	
33-Common Stock	08/28/2008		<u>S</u>		5,400	D	\$46.87	136,051,204	D	
34-Common Stock	08/28/2008		<u>S</u>		2,700	D	\$46.88	136,048,504	D	
35-Common Stock	08/28/2008		<u>S</u>		7,500	D	\$46.88	136,041,004	D	
36-Common Stock	08/28/2008		<u>S</u>		1,500	D	\$46.89	136,039,504	D	
37-Common Stock	08/28/2008		<u>S</u>		5,200	D	\$46.89	136,034,304	D	
38-Common Stock	08/28/2008		<u>S</u>		2,100	D	\$46.9	136,032,204	D	
39-Common Stock	08/28/2008		<u>S</u>		6,900	D	\$46.9	136,025,304	D	
40-Common Stock	08/28/2008		<u>S</u>		2,800	D	\$46.91	136,022,504	D	
41-Common Stock	08/28/2008		<u>S</u>		13,200	D	\$46.91	136,009,304	D	
42-Common Stock	08/28/2008		<u>S</u>		2,400	D	\$46.92	136,006,904	D	
43-Common Stock	08/28/2008		<u>S</u>		4,100	D	\$46.92	136,002,804	D	
44-Common Stock	08/28/2008		<u>S</u>		100	D	\$46.93	136,002,704	D	
45-Common Stock	08/28/2008		<u>S</u>		1,500	D	\$46.93	136,001,204	D	
46-Common Stock	08/28/2008		<u>S</u>		6,500	D	\$46.93	135,994,704	D	

47-Common Stock	08/28/2008		<u>S</u>	700	D	\$46.94	135,994,004	D	
48-Common Stock	08/28/2008		<u>S</u>	1,400	D	\$46.94	135,992,604	D	
49-Common Stock	08/28/2008		<u>S</u>	1,700	D	\$46.95	135,990,904	D	
50-Common Stock	08/28/2008		<u>S</u>	3,400	D	\$46.95	135,987,504	D	
51-Common Stock	08/28/2008		<u>S</u>	700	D	\$46.96	135,986,804	D	
52-Common Stock	08/28/2008		<u>S</u>	3,400	D	\$46.96	135,983,404	D	
53-Common Stock	08/28/2008		<u>S</u>	800	D	\$46.97	135,982,604	D	
54-Common Stock	08/28/2008		<u>S</u>	3,000	D	\$46.97	135,979,604	D	
55-Common Stock	08/28/2008		<u>S</u>	300	D	\$46.98	135,979,304	D	
56-Common Stock	08/28/2008		<u>S</u>	2,800	D	\$46.98	135,976,504	D	
57-Common Stock	08/28/2008		<u>S</u>	900	D	\$46.99	135,975,604	D	
58-Common Stock	08/28/2008		<u>S</u>	1,100	D	\$46.99	135,974,504	D	
59-Common Stock	08/28/2008		<u>S</u>	200	D	\$47	135,974,304	D	
60-Common Stock	08/28/2008		<u>S</u>	700	D	\$47	135,973,604	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Remarks:

This is the second of three Forms 4 filed by the Reporting Person on the same date, August 29, 2008, representing transactions #31 through #60 of 73 total transactions. All per share price figures are rounded to the next highest cent.

Signatures

by:/s/Diane M. Stenson, Treasurer on behalf of Lilly Endowment, Inc.

** Signature of Reporting Person

08/29/2008

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.