## SEC Form 4

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## FORM 4

Check this box if no longer subject

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

to Section 16. Form 4 or Form 5		-	Estimated average burden								
obligations may continue. See Instruction 1(b). Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934			hours per respo	onse:	0.5					
	or Section 30(h) of the Investment Company Act of 1940										
1. Name and Address of Reporting Person* LUCIANO JUAN R	2. Issuer Name and Ticker or Trading Symbol <u>ELI LILLY &amp; Co</u> [ LLY ]	5. Relation (Check all		p of Reporting Person(s) to Issuer blicable)							
<u>LUCIANO JUAN K</u>		X	Director		10% Owner						
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2023		Officer (giv below)	e title	Other (speci below)	fy					
LILLY CORPORATE CENTER	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)									
(Street)		X Form filed by One Reporting Person									
INDIANAPOLIS IN 46285		Form filed by More than One Re Person			One Reporting	I					
(City) (State) (Zip)	Rule 10b5-1(c) Transaction Indication										
	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (		Disposed Of	Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	12/18/2023		A		25(1)	A	\$579.76	15,569	D	

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(* 5 ) [**	,	,		,	, -				,			
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. Transa Code ( 8)		of Expira		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

1. At the election of the reporting person, the shares acquired pursuant to this filing have been deferred in lieu of cash compensation as stock units under the Lilly Directors' Deferral Plan and will be settled in shares of common stock following the reporting person's separation from service.

### **Remarks:**

#### /s/ Christopher Anderson for Juan R. Luciano, pursuant to <u>12/19/202</u>3 authorization on file

\*\* Signature of Reporting Person 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.