FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROVAL									
	OMB Number:	3235-0287								
I	Estimated average burden									
١	hours per response:	0.5								

	Check this box if no longer subject
\neg	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 or Section 30(b) of the Investment Company Act of 1940

					1		()				Inpuriy Act c									
1. Name and Address of Reporting Person* JOHNSON KIMBERLY H						2. Issuer Name and Ticker or Trading Symbol ELI LILLY & Co [LLY]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
0011110	<u> </u>									X	Direc	tor 10% (10% Ov	vner					
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 05/15/2023										Office belov	er (give title v)		Other (s below)	specify	
LILLY CORPORATE CENTER						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Stroot)														X Form filed by One Reporting Person						
(Street) INDIANAPOLIS IN 46285															Form filed by More than One Reporting Person					
(City)	(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.														ended to				
		Table	I - No	n-Deriva	tive S	ecur	ities A	cqu	ıired,	Dis	posed of	, or E	Benefic	cially	/ Owr	ned				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/					Year) i	Execu f any	emed tion Date, n/Day/Yea	Ti C	3. Transaction Code (Instr. 8)			s Acquired (A) of (D) (Instr. 3, 4		l and Secur Bene Owne Follow		cially I ring	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								С	Code	v	Amount	(A) o (D)	Price			ted action(s) 3 and 4)				
Common Stock 05/15/20						023			A		22(1)	A	\$43	4.51	2	,094	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 Derivativ Securitie Acquired (A) or Dispose of (D) (Instr. 3, and 5)	Expirat (Month)		ion Da		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and		8. Price Derivati Security (Instr. 5)		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh Form: Direct (D) or Indirec (I) (Instr.		Beneficial Ownership t (Instr. 4)			
				Code		v	(A) (D		Date Exercisa	able	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/ Jonathan Groff for Kimberly H. Johnson, pursuant to authorization on

05/16/2023

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.