SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

1. Name and Address of Reporting Person*

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPR	OVAL
OMB Number:	3235-0287
Estimated average bur	den
hours par response:	0 5

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5. Relationship of Reportin (Check all applicable)	ig Person(s) to Issuer
V Director	100/ Онтех

PRENDERGAST FR (Last) (First) LILLY CORPORATE CE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2014	X	Director Officer (give title below)	10% Owner Other (specify below)
(Street) INDIANAPOLIS IN	46285	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th	porting Person
(City) (State)	(Zip)			Person	

2. Issuer Name and Ticker or Trading Symbol

LILLY ELI & CO [LLY]

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		Disposed Of			5. Amount of Securities Beneficially Owned Following Benorted	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)		(
11/28/2014		A		2,155	Α	\$67.29	59,810	D			
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code (8) Code	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Code (Instr. 8) 2. Code V Amount	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code (Instr. 8) Code V Amount (A) or (D)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Code (Instr. 3, 4 and 5) 2. Transaction Code (Instr. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2. Transaction Code (Instr. 4. Securities Acquired (A) or (D) (Instr. 3, 4 and 5) 2. Transaction Code (Instr. 4. Securities Acquired (A) or (D) (Instr. 4. A and 5) 2. Transaction Code (Instr. 4. Securities Acquired (A) or (D) (Instr. 4. A and 5) 2. Transaction (D) (Instr. 4. A and 5) 3. Transaction (D) (Instr	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction Sourities Acquired (A) or Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code (Instr. 4) Code (Instr. 4) Code V Amount (A) or (D) Price (A) or (Code (Instr. 3, 4 and 5) Price (A) or (D) (Instr. 3, 4 and (A) or (D) Price (Code (Instr. 4) (Instr. 4)		

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	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:

Remarks:

Jamie Haney for Franklyn

12/02/2014 Prendergast, authorization on file

Date

** Signature of Reporting Person

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.