FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE** COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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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 or Section 30(h) of the Investment Company Act of 1940

	1. Name and Address of Reporting Person*  Ricks David A  (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol     ELI LILLY & Co [ LLY ]  3. Date of Earliest Transaction (Month/Day/Year)								k all app Direc	olicable) tor er (give title		Owner r (specify		
•	E CENTER	2				08/09/2023						C 1"	Pre	esident, Cl	hair, and CE	Ó	
(Street) INDIANAPOLIS IN 46285					4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	Form Form	filed by On		erson
(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.														intended to			
	Table I	I - Nor	n-Derivat	ive Se	ecur	ities	Acq	uired, I	Disp	osed of	, or I	Benef	iciall	y Own	ned		
			Date	2A. Deemed Execution Date, ar) if any (Month/Day/Year)		Transaction   D							ties cially I ing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount			ice	Transa	ction(s)		
Common Stock 08/0			08/09/2	2023				G	G 9,55			D	\$0 4		0,443	D <sup>(1)</sup>	
Stock														63	3,758	I <sup>(1)</sup>	By David A. Ricks 2022 GRAT
Common Stock													67	7,700	I <sup>(2)</sup>	By David A. Ricks SLAT	
Common Stock														7	,207	I	401(k)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
		Execut if any	xecution Date, any Cod Month/Day/Year)		e (Instr. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration		Amour		Derivative Security (Instr. 5) 4)		derivative Securities Beneficially Owned Following Reported	Ownersh Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership ct (Instr. 4)		
Stt Stt	curity (Instance)	Table curity (Instr. 3)  Table curity (Instr. 3)  Table curity (Instr. 3)  Table curity (Instr. 3)  Table curity (Instr. 3)	Table I - Nor curity (Instr. 3)  Table II - Nor curity (Instr. 3)  Table II -	Table I - Non-Derivate Curity (Instr. 3)  Table II - Non-Derivate Curity (Instr. 3)  2. Transact Date (Month/Day/2)  2. Transact Onterior (Month/Day/2)  2. Transact Onterior (Month/Day/2)  3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Cock  Table II - Derivative Security (e.g., puts, cal puts, cal puts, cal firm any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Instruction Date (Instruct	Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Cock  Table II - Derivative Security (e.g., puts, calls, vonce of Exercise fice of erivative ecurity  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	Table I - Non-Derivative Securities  Table I - Non-Derivative Securities    Cock	Table I - Non-Derivative Securities Acque (Month/Day/Year)  Table II - Derivative Securities Acque (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and far any (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and far any (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and far any (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and far any (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and far any (Month/Day/Year)	(State) (Zip)    Rule 10b5-1(c) Trans     Check this box to indicate that a satisfy the affirmative defense of Date (Month/Day/Year)     Surrity (Instr. 3)	(State) (Zip)    Rule 10b5-1(c) Transaction   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans satisfy the affirmative defense condition   Check this box to indicate that a trans action   Check	Rule 10b5-1(c) Transaction Ind  Check this box to indicate that a transaction was meanishly the affirmative defense conditions of Rule 1  Table I - Non-Derivative Securities Acquired, Disposed of Exercity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 3)  Code V Amount  Code (Instr. 4)  Code V Amount  Code (Instr. 6)  Code V Amount  Code (Instr. 7)  Code V Amount  Code (Instr. 8)  Code V Amount  Code (Instr. 8)  Code (Instr. 6)  Code V Amount  Code (Instr. 7)  Code (Instr. 7)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 9)  Code (Instr. 10)  Code (Ins	Check this box to indicate that a transaction was made pt satisfy the affirmative defense conditions of Rule 10b5-1(c)   Check this box to indicate that a transaction was made pt satisfy the affirmative defense conditions of Rule 10b5-1(c)	Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). See In the satisfy the affirmative defense conditions of Rule 1065-1(c). 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See In the satisf	(State) (Zip)    Rule 10b5-1(c) Transaction Indication	(State) (Zip)  Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instinction and saistly the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Securities Acquired (A) or Price Report Transaction Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ownerson (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ownerson (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ownerson Date Exercise (Month/Day/Year) (Month/Day/Year	(State) (Zip)  Rule 10b5-1(c) Transaction Indication    Check this box to indicate that a transaction was made pursuant to a contract, instruction or wis satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned    Code   V   Amount   (A) or   Price   Send   Securities   Send   Send   Securities   Send   Se	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 satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.    Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

## **Explanation of Responses:**

- 1. On May 17, 2023, 6,242 shares of Eli Lilly and Company common stock were transferred to the reporting person as an annuity payment in accordance with the terms of the David A. Ricks 2022 Grantor Retained Annuity Trust, of which the reporting person is the trustee.
- 2. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

## Remarks:

/s/ Jonathan Groff for David

A. Ricks, pursuant to

08/10/2023

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.