

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

1. Title of Derivative (Instr. 3)	2. Conversion Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)	(A) Number of Derivative Securities Acquired (D) or Disposed of (Instr. 3, 4 and 5)	Date Exercised (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title and Amount of 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)
<p>This is the second of two Forms 4 filed by the Reporting Person on same date, August 23, 2006, representing transactions #31 through #39 of 35 total transactions.</p>												
<p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p>												
<p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p>												
<p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff.</p>												
<p>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, use additional sheets.</p>												
<p>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.</p>												

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

08/23/2006
 Date