

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Fry Stephen F</u> (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI & CO [LLY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, HR & Diversity</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	08/26/2014		M		4,615 ⁽¹⁾	A	\$55.65	48,352 ⁽²⁾	D	
Common Stock	08/26/2014		F		4,293	D	\$62.73	44,059	D	
Common Stock	08/26/2014		M		3,765 ⁽¹⁾	A	\$56.18	47,824	D	
Common Stock	08/26/2014		F		3,516	D	\$62.73	44,308	D	
Common Stock								153	I	401(k)

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and 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					
Employee stock option 2/05 (right to buy)	\$55.65	08/26/2014		M		4,615		02/11/2008	02/10/2015	Common Stock 4,615 ⁽¹⁾	\$0	0	D	
Employee stock option 2/06 (right to buy)	\$56.18	08/26/2014		M		3,765		02/10/2009	02/09/2016	Common Stock 3,765 ⁽¹⁾	\$0	0	D	

Explanation of Responses:

- The shares reported represent the exercise of the remaining half of the shares that were retained by the reporting person after the transfer to his ex-wife pursuant to a domestic relations order.
- Since the date of the reporting persons last ownership report, he transferred 8,413 shares of common stock, employee stock options to purchase 4,616 shares of LLY common stock at \$55.65 (Employee stock option dated 2/05), and employee stock options to purchase 3,765 shares of LLY common stock at \$56.18 (Employee stock option dated 2/06) all pursuant to a domestic relations order.

Remarks:

Jamie E. Haney for Stephen F. Fry, authorization on file 08/28/2014

** 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.