1. Name and Address of Reporting Person¹
   Weems Alonzo
   (Last) (First) (Middle)
   LILLY CORPORATE CENTER
   (Street)
   INDIANAPOLIS IN 46285
   (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
   ELI LILLY & Co [ LLY ]

3. Date of Earliest Transaction (Month/Day/Year)
   08/10/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
   6. Individual or Joint/Group Filing (Check Applicable Line)
      X Form filed by One Reporting Person
      Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/10/2022</td>
<td></td>
<td>s(1)</td>
<td>656 D</td>
<td>$304.5 8,136 D</td>
<td>10% Owner SVP, ERM &amp; CECO</td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/10/2022</td>
<td></td>
<td>g(1) V</td>
<td>530 D</td>
<td>$0 7,606 D</td>
<td></td>
</tr>
</tbody>
</table>

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

Explanation of Responses:
1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2022.

Remarks:
/s/ Jonathan Groff for Alonzo
Weems, pursuant to authorization on file
08/12/2022

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).
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.