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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

SIRNA THERAPEUTICS, INC.

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE

(Title of Class of Securities)

829669100

(CUSIP Number)

August 15, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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 CONTROL
NUMBER.

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Eli Lilly and Company
35-0470950

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

Not Applicable

3. SEC Use Only

4. Citizenship or Place of Organization

Indiana

Number of	5.	Sole Voting Power
Shares		0
Beneficially	6.	Shared Voting Power
Owned by		0
Each	7.	Sole Dispositive Power
Reporting		0
Person With:	8.	Shared Dispositive Power
		0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

CO

- Item 1(a). Name of Issuer:
Sirna Therapeutics, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:
2950 Wilderness Place
Boulder, Colorado 80301
- Item 2(a). Name of Person Filing:
Eli Lilly and Company
- Item 2(b). Address of Principal Business Office or, if None, Residence:
Lilly Corporate Center
Indianapolis, IN 46285
- Item 2(c). Citizenship:
Indiana
- Item 2(d). Title of Class of Securities:
Common Stock, \$.01 Par Value
- Item 2(e). CUSIP Number:
829669100
- Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
(a)-(j) Not applicable
- If this statement is filed pursuant to Rule 13d-1(c), check this box. [X]

- Item 4. Ownership.
- (a) Amount Beneficially Owned:
- 0
- (b) Percent of Class:
- 0%
- (c) Number of shares as to which the person has:
- | | |
|--------------------------|---|
| Sole voting power | 0 |
| Shared voting power | 0 |
| Sole dispositive power | 0 |
| Shared dispositive power | 0 |
- Item 5. Ownership of Five Percent or Less of a Class.
- If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].
- Item 6. Ownership of More Than Five Percent on Behalf of Another Person.
- Not applicable
- Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.
- Not applicable
- Item 8. Identification and Classification of Members of the Group.
- Not applicable
- Item 9. Notice of Dissolution of Group.
- Not applicable

Item 10.

Certifications.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ELI LILLY AND COMPANY

By: /s/ Charles E. Golden

Charles E. Golden
Executive Vice President
and Chief Financial Officer

Date: February 13, 2004