

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0000316011
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer ELI LILLY AND CO
SEC File Number 001-06351
LILLY CORPORATE CTR
DROP CODE 1094
Address of Issuer INDIANAPOLIS
INDIANA
46285
Phone 3172762000
Name of Person for Whose Account the Securities are To Be Sold LILLY ENDOWMENT INC

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer 10% Stockholder

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock	J.P. Morgan Securities LLC 383 Madison Avenue, 7th Floor New York NY 10179	220000	166608200	949307237	02/15/2024	NYSE, NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the	Date you	Nature of	Name of	Is	Date	Amount of	Date of	Nature of
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Class	Acquired	Acquisition Transaction	Person from Whom Acquired	this a Gift?	Donor Acquired	Securities Acquired	Payment	Payment *
Common Stock	02/10/1948	Gift	J.K. Lilly Sr. Trust	<input checked="" type="checkbox"/>	01/21/1937	38400000		N/A

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/04/2024	14388	9068442.74
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/09/2024	34538	21821412.33
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/10/2024	163730	103246418.84
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/11/2024	12344	7827687.14
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/16/2024	1180	761805.29
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/29/2024	54032	34854416.84
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/30/2024	76215	49175228.9
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	01/31/2024	78573	50920937.68
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	02/08/2024	8743	6470334.96
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	02/09/2024	206257	152753356.68

144: Remarks and Signature

Remarks

Date of Notice 02/15/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading

instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/s/ Diane M. Stenson, Vice President & Treasurer

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)