

**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	
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1. Name and Address of Reporting Person* <b>LILLY ENDOWMENT INC</b>  (Last) (First) (Middle) <b>2801 NORTH MERIDIAN STREET</b>  (Street) <b>INDIANAPOLIS IN 46208-0068</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LILLY ELI &amp; CO [ LLY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/09/2006</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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**

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			
61-Common Stock	08/09/2006		S		2,100	D	\$55.29	143,056,804	D	
62-Common Stock	08/09/2006		S		3,200	D	\$55.28	143,053,604	D	
63-Common Stock	08/09/2006		S		4,600	D	\$55.27	143,049,004	D	
64-Common Stock	08/09/2006		S		2,200	D	\$55.26	143,046,804	D	
65-Common Stock	08/09/2006		S		1,400	D	\$55.25	143,045,404	D	
66-Common Stock	08/09/2006		S		2,400	D	\$55.23	143,043,004	D	
67-Common Stock	08/09/2006		S		2,100	D	\$55.21	143,040,904	D	
68-Common Stock	08/09/2006		S		700	D	\$55.19	143,040,204	D	
69-Common Stock	08/09/2006		S		700	D	\$55.18	143,039,504	D	
70-Common Stock	08/09/2006		S		1,700	D	\$55.13	143,037,804	D	
71-Common Stock	08/09/2006		S		700	D	\$55.09	143,037,104	D	
72-Common Stock	08/09/2006		S		900	D	\$55.01	143,036,204	D	
73-Common Stock	08/09/2006		S		6,800	D	\$55	143,029,404	D	
74-Common Stock	08/09/2006		S		2,100	D	\$54.99	143,027,304	D	
75-Common Stock	08/09/2006		S		4,700	D	\$54.98	143,022,604	D	
76-Common Stock	08/09/2006		S		4,000	D	\$54.97	143,018,604	D	
77-Common Stock	08/09/2006		S		700	D	\$54.96	143,017,904	D	
78-Common Stock	08/09/2006		S		7,000	D	\$54.95	143,010,904	D	
79-Common Stock	08/09/2006		S		2,000	D	\$54.94	143,008,904	D	
80-Common Stock	08/09/2006		S		2,100	D	\$54.93	143,006,804	D	
81-Common Stock	08/09/2006		S		1,600	D	\$54.92	143,005,204	D	
82-Common Stock	08/09/2006		S		2,900	D	\$54.91	143,002,304	D	
83-Common Stock	08/09/2006		S		700	D	\$54.9	143,001,604	D	
84-Common Stock	08/09/2006		S		800	D	\$54.88	143,000,804	D	

**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)
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**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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	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)
Remarks: This is the third of three Forms 4 filed by the Reporting Person on same date, August 10, 2006, representing transactions #61 through #63 of 64 total transactions.								by:/s/Diane M. Stenson, Treasurer on behalf of Lilly Endowment, Inc.		08/10/2006		
								** 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.