

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Norton Johna</u>			2. Issuer Name and Ticker or Trading Symbol <u>ELI LILLY & 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>EVP, Global Quality</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2023</u>			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			
<u>LILLY CORPORATE CENTER</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>INDIANAPOLIS</u>	<u>IN</u>	<u>46285</u>							

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	02/01/2023		M		2,102	A	\$0	32,342	D	
Common Stock	02/01/2023		F		941	D	\$344.15	31,401	D	
Common Stock								128	I ⁽¹⁾	by partner
Common Stock								1,756 ⁽²⁾	I ⁽¹⁾	401(k) - by partner
Common Stock								399 ⁽³⁾	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						Amount or Number of Shares
Restricted Stock Unit	⁽⁴⁾	02/01/2023		M			2,102	02/01/2023	02/01/2023	Common Stock	2,102	\$0	0	D	

Explanation of Responses:

- Reporting person disclaims beneficial ownership of these shares.
- Amount reflects reduction in shares beneficially held in partner's 401(k) plan account to correct a prior administrative error of a third-party 401(k) administrator.
- Amount reflects reduction in shares beneficially held in reporting person's 401(k) plan account to correct a prior administrative error of a third-party 401(k) administrator.
- Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Jonathan Groff for Johna Norton,
pursuant to attached authorization

02/03/2023

** 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.

Johna L. Norton
Lilly Corporate Center
Indianapolis, Indiana 46285

Securities and Exchange Commission
Washington, D.C. 20549

Authorization Regarding Reporting Forms

I hereby authorize and designate the following persons to sign and file with the Commission on my behalf Forms 3, 4, and 5 (including any amendments)

Anat Hakim, Lilly Corporate Center, Indianapolis, Indiana

Christopher Anderson, Lilly Corporate Center, Indianapolis, Indiana

Jonathan Groff, Lilly Corporate Center, Indianapolis, Indiana

Valorie Wanner, Lilly Corporate Center, Indianapolis, Indiana

This authorization and designation revoke all prior authorizations and designations relating to reporting under Section 16 of the Securities Exchange Act of 1934.

Date: February 21, 2022

/s/ Johna L. Norton