

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	Fidelity Capital Markets 640 Fifth Avenue New York NY 10019	215000	204673550	950425778	08/22/2024	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 Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from	Is this	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
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	Whom Acquired	a Gift?			
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	05/22/2024	12974	10433479.32
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	05/23/2024	50767	41120960.32
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	05/24/2024	92563	74903016.31
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	05/28/2024	2052	1660068
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	05/29/2024	130385	105747984.98
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	05/31/2024	22206	18255870.15
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/03/2024	192794	159974041.16
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/05/2024	20383	17046679.99
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/06/2024	179617	150485852.78
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/07/2024	139490	118886615.60
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/10/2024	75510	64997271.27
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/14/2024	15022	13256482.37
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/17/2024	194978	172733681.40
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/20/2024	9671	8729734.14

Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/24/2024 17229	15547061.95
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/25/2024 188100	170009237.97
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/28/2024 1441	1318544.83
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	07/01/2024 58749	53770762.49
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	07/03/2024 8848	8098654.92
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	07/05/2024 52369	47927192.34
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	07/08/2024 93593	85977945.94
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	07/10/2024 210000	197361402

## 144: Remarks and Signature

Remarks

Date of Notice 08/22/2024

**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)**