

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LECHLEITER JOHN C</u>  (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u>  (Street) <u>INDIANAPOLIS IN 46285</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI &amp; CO [ LLY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President, and CEO</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/31/2010		G	33,116	A	\$0.00	69,443	D	
Common Stock	03/31/2010		G	33,116	D	\$0.00	36,327	D	
Common Stock	07/23/2010		G	1,430	D	\$0.00	52,735	D	
Common Stock	07/26/2010		G	1,430	D	\$0.00	51,305	D	
Common Stock	07/27/2010		G	1,430	A	\$0.00	52,735	D	
Common Stock	12/14/2010		G	8,729	D	\$0.00	67,700	D	
Common Stock	03/31/2010		G	33,116	D	\$0.00	31,449	I <sup>(1)</sup>	by wife
Common Stock	03/31/2010		G	33,116	A	\$0.00	64,565	I <sup>(1)</sup>	by wife
Common Stock	04/30/2010		G	7,543	D	\$0.00	57,022	I <sup>(1)</sup>	by wife
Common Stock	05/03/2010		G	9	D	\$0.00	57,013	I <sup>(1)</sup>	by wife
Common Stock	07/23/2010		G	1,430	A	\$0.00	58,443	I <sup>(1)</sup>	by wife
Common Stock	07/26/2010		G	1,430	D	\$0.00	57,013	I <sup>(1)</sup>	by wife
Common Stock	07/27/2010		G	1,430	D	\$0.00	55,583	I <sup>(1)</sup>	by wife
Common Stock	11/09/2010		G	2,574	D	\$0.00	0	I <sup>(2)</sup>	John C. Lechleiter 2008 11-2 GRAT
Common Stock							22,589	I <sup>(3)</sup>	by family limited partnership
Common Stock							16,597	I	401(k)
Common Stock							0	I <sup>(2)</sup>	John C. Lechleiter 2008-2 GRAT
Common Stock							78,377	I <sup>(2)</sup>	John C. Lechleiter 2010.3-2 GRAT

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying 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)
<p><b>Table D - Derivative Securities Acquired, Disposed of, or Beneficially Owned</b></p> <p>1. Reporting person disclaims beneficial ownership of these shares.</p> <p>2. Grantor retained annuity trust established by reporting person. Reporting person is trustee.</p> <p>3. Family limited partnership of which reporting person and his wife are the general partners. Reporting person disclaim beneficial ownership of shares held by family limited partnership except to the extent of his pecuniary interest therein.</p>										
<p><b>Remarks:</b></p>										

\*\* 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.