

December 12, 2007

Tim Buchmiller, Esq.
Senior Attorney
Division of Corporation Finance
Securities and Exchange Commission
Washington, DC 20549

Re: Eli Lilly and Company
Definitive Proxy Statement
Filed March 5, 2007
File No. 001-6351

Dear Mr. Buchmiller:

Thank you for your letter of November 29, 2007. In response to your two specific comments:

1. We confirm that we will disclose in future filings actions taken regarding executive compensation after our last completed fiscal year's end that could materially affect a fair understanding of our named executive officers' compensation for the last fiscal year.
 2. We acknowledge that:
 - The company is responsible for the adequacy and accuracy of the disclosure in our proxy statement filings;
 - Staff comments or changes in disclosure in response to comments do not foreclose the Commission from taking any action with respect to the filings; and
 - The company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.
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If you have any questions, please do not hesitate to contact me.

Sincerely,

/s/ James B. Lootens

James B. Lootens
Secretary and Deputy General Counsel
Eli Lilly and Company
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