FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)

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* MARRAM ELLEN R						2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
WAKKAW ELLEN K																	10% C	wner		
(Last) (First) (Middle) LILLY CORPORATE CENTER						3. Date of Earliest Transaction (Month/Day/Year) 09/30/2016											Other below)	(specify		
				4 If	4. If Amendment, Date of Original Filed (Month/Day/Vear)									6 Individual or Joint/Group Filing (Check Applicable						
				"	4. Il Americanent, Date of Original Filed (Month/Day/Teal)									Line)						
A DOLLE IN	r	ICOOF			X Form										n filed by One Reporting Person					
INDIANAPOLIS IN 46285															Form filed by More than One Reporting Person					
(City) (State) (Zip)																				
	Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, or	Bene	eficia	ılly Own	ed					
Date						Execution Date, if any			Transaction Disposed Of (D) (Instr. 3 Code (Instr. 5)				(A) or 3, 4 an	d Secu Bene Own	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							v	Amount		() or ()	Price	Trans	saction(s)			(IIISti. 4)				
Common Stock 09/30/							/2016			83		A	\$79.	16 47,543		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
ve Conversion or Exercise Price of Derivative Security Conversion of Execution Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Executio			Transa Code (8)	ansaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Date Expiration			Amoun or Numbe of		ount		derivative Securities Beneficially Owned Following Reported	Own Forn Direc or In (I) (Ir	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	CORPORAT APOLIS IN (St Stock 2. Conversion or Exercise Price of Derivative	(First) (CORPORATE CENTER APOLIS IN (State) (Table Security (Instr. 3) Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transaction Date (Month/L) Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	AM ELLEN R (First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. 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Explanation of Responses:

Remarks:

Tiffany R. Benjamin for Ellen

R. Marram, authorization on 10/04/2016

<u>file</u>

** 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.