

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* LILLY ENDOWMENT INC (Last) (First) (Middle) 2801 NORTH MERIDIAN STREET (Street) INDIANAPOLIS IN 46208-0068 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2008	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 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			
1-Common Stock	08/28/2008		S		100	D	\$46.68	136,125,704	D	
2-Common Stock	08/28/2008		S		400	D	\$46.68	136,125,304	D	
3-Common Stock	08/28/2008		S		100	D	\$46.69	136,125,204	D	
4-Common Stock	08/28/2008		S		100	D	\$46.71	136,125,104	D	
5-Common Stock	08/28/2008		S		200	D	\$46.73	136,124,904	D	
6-Common Stock	08/28/2008		S		100	D	\$46.74	136,124,804	D	
7-Common Stock	08/28/2008		S		2,200	D	\$46.74	136,122,604	D	
8-Common Stock	08/28/2008		S		400	D	\$46.75	136,122,204	D	
9-Common Stock	08/28/2008		S		400	D	\$46.75	136,121,804	D	
10-Common Stock	08/28/2008		S		400	D	\$46.76	136,121,404	D	
11-Common Stock	08/28/2008		S		2,000	D	\$46.76	136,119,404	D	
12-Common Stock	08/28/2008		S		200	D	\$46.77	136,119,204	D	
13-Common Stock	08/28/2008		S		2,500	D	\$46.77	136,116,704	D	
14-Common Stock	08/28/2008		S		400	D	\$46.78	136,116,304	D	
15-Common Stock	08/28/2008		S		6,039	D	\$46.78	136,110,265	D	
16-Common Stock	08/28/2008		S		2,200	D	\$46.79	136,108,065	D	
17-Common Stock	08/28/2008		S		2,461	D	\$46.79	136,105,604	D	
18-Common Stock	08/28/2008		S		300	D	\$46.8	136,105,304	D	
19-Common Stock	08/28/2008		S		1,900	D	\$46.8	136,103,404	D	
20-Common Stock	08/28/2008		S		1,000	D	\$46.81	136,102,404	D	
21-Common Stock	08/28/2008		S		4,200	D	\$46.81	136,098,204	D	
22-Common Stock	08/28/2008		S		800	D	\$46.82	136,097,404	D	
23-Common Stock	08/28/2008		S		2,100	D	\$46.82	136,095,304	D	
24-Common Stock	08/28/2008		S		1,600	D	\$46.83	136,093,704	D	
25-Common Stock	08/28/2008		S		4,600	D	\$46.83	136,089,104	D	
26-Common Stock	08/28/2008		S		2,200	D	\$46.84	136,086,904	D	
27-Common Stock	08/28/2008		S		5,500	D	\$46.84	136,081,404	D	
28-Common Stock	08/28/2008		S		3,200	D	\$46.85	136,078,204	D	
29-Common Stock	08/28/2008		S		7,500	D	\$46.85	136,070,704	D	
30-Common Stock	08/28/2008		S		1,200	D	\$46.86	136,069,504	D	

**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					

Explanation of Responses:

Remarks:

This is the first of three Forms 4 filed by the Reporting Person on the same date, August 29, 2008, representing transactions #1 through #30 of 73 total transactions. All per share price figures are rounded to the next highest cent.

[by:/s/Diane M. Stenson,](#)
[Treasurer on behalf of Lilly Endowment, Inc.](#) [08/29/2008](#)

** 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.