FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL OMB Number: 3235-

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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* PISCHOFE WINEDIED E W. SID					2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
										- N			_				Owner r (specify	
(Last) (First) (Middle) LILLY CORPORATE CENTER					3. Date of Earliest Transaction (Month/Day/Year) 11/30/2009										elow)	below)		
(Street) INDIANAPOLIS IN 46285					4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person				
(City) (State) (Zip)												Person						
	Tabl	e I - Nor	า-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, oı	r Ben	efici	ally Ow	ned			
Date					ur) I	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					nd Sed Bed Ow	curities neficially ned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
									v	Amount		(A) or (D)	Price	Tra	nsaction(s)		(Instr. 4)	
Common Stock 11/30						/2009		A		4,040 A		\$35	.89	23,030	D			
	Та													y Owne	ed			
2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)		n of Deriv Secu Acqu (A) o Disp of (D (Instrand !	of Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year) Date Expiration			ount of urities lerlying ivative urity (Ir 4) Am or Nui	ount mber	Derivativ Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(Fin CORPORAT APOLIS IN (St. Security (Inst. Conversion or Exercise Price of Derivative	(First) (CORPORATE CENTER [APOLIS IN (State) (Table Security (Instr. 3) Stock Conversion or Exercise Price of Derivative Conversion Opate (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-Derive (Month/Interpretation of Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Middle) (Apolis IN 46285 (Zip) Table II - Non-Derive (Month/Interpretation Date (Month/Interpretation Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) CORPORATE CENTER A. If APOLIS IN Table I - Non-Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Conversion or Exercise Price of Derivative (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) Conversion of Exercise Price of Derivative (Month/Day/Year) Conversion of Exercise Price of Derivative (Month/Day/Year) Code (Month/Day/Year)	(First) (Middle) CORPORATE CENTER APOLIS IN (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 2. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Security (Month/Day/Year)	(First) (Middle) CORPORATE CENTER APOLIS IN (State) (A) (State) (State) (State) (State) (State) (State) (A) (State) (State) (State) (State) (State) (State) (State) (State) (A) (State) (State) (State) (State) (State) (A) (State) (A) (State) (A) (State) (A) (State) (A) (State) (State) (State) (State) (State) (State) (State) (State) (State) (A) (State) (A) (State) (A) (Conversion of Exercise (e.g., puts, calls, warre (e	(First) (Middle) CORPORATE CENTER APOLIS IN Table I - Non-Derivative Securities Accurity (Instr. 3) Security (Instr. 3) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Derivative Securities Acquired, (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Trable II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option) 2. Transaction Date (e.g., puts, calls, warrants, option) 3. Transaction Date (e.g., puts, calls, warrants, option) A Date (Month/Day/Year) A Date Date Date (Month/Day/Year) Date Date Date Date (Month/Day/Year) Date Date Date Date Date (Month/Day/Year) Date Date Date Date Date (Month/Day/Year) Date Date Date Date Date Date (Month/Day/Year) Date Date Date Date Date Date Date Date	(First) (Middle) CORPORATE CENTER 3. Date of Earliest Transaction (Month/11/30/2009 4. If Amendment, Date of Original Filed Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Date (Instr. 3) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Date Date Date (Instr. 3) LILLY ELI & CO [LLY] 3. Date of Earliest Transaction (Month/11/30/2009) 4. If Amendment, Date of Original Filed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Date Date Date Date (Instr. 8) Date Date Date Date Date (Month/Day/Year) (Month/Day/Year	CORPORATE CENTER Corporate Center	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, of Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or E (e.g., puts, calls, warrants, options, convertible security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or E (e.g., puts, calls, warrants, options, convertible security 2. Number of Code (Instr. 8) A	CORPORATE CENTER State Color Color	(First) (Middle) CORPORATE CENTER Apolis in Account Account	Check all. Che	Check all applicable X Director Officer (give title below)	Check all applicable X Director 10% Officer (give title below) X Form filed by More than One Re X Form filed by M	

Explanation of Responses:

Remarks:

Bronwen Mantlo for Winfried Bischoff, authorization on file

12/01/2009

** 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.