

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) 08/15/2008 | |
| | | 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 | | | |
| 31-Common Stock | 08/15/2008 | | S | | 3,500 | D | \$48.89 | 136,423,404 | D | |
| 32-Common Stock | 08/15/2008 | | S | | 6,550 | D | \$48.9 | 136,416,854 | D | |
| 33-Common Stock | 08/15/2008 | | S | | 2,020 | D | \$48.91 | 136,414,834 | D | |
| 34-Common Stock | 08/15/2008 | | S | | 800 | D | \$48.92 | 136,414,034 | D | |
| 35-Common Stock | 08/15/2008 | | S | | 1,300 | D | \$48.93 | 136,412,734 | D | |
| 36-Common Stock | 08/15/2008 | | S | | 1,700 | D | \$48.94 | 136,411,034 | D | |
| 37-Common Stock | 08/15/2008 | | S | | 4,430 | D | \$48.95 | 136,406,604 | D | |
| 38-Common Stock | 08/15/2008 | | S | | 2,800 | D | \$48.96 | 136,403,804 | D | |
| 39-Common Stock | 08/15/2008 | | S | | 2,415 | D | \$48.97 | 136,401,389 | D | |
| 40-Common Stock | 08/15/2008 | | S | | 1,585 | D | \$48.98 | 136,399,804 | D | |
| 41-Common Stock | 08/15/2008 | | S | | 1,100 | D | \$48.99 | 136,398,704 | D | |
| 42-Common Stock | 08/15/2008 | | S | | 200 | D | \$49 | 136,398,504 | D | |
| 43-Common Stock | 08/15/2008 | | S | | 800 | D | \$49.05 | 136,397,704 | D | |
| 44-Common Stock | 08/15/2008 | | S | | 600 | D | \$49.06 | 136,397,104 | D | |
| 45-Common Stock | 08/15/2008 | | S | | 400 | D | \$49.07 | 136,396,704 | D | |
| 46-Common Stock | 08/15/2008 | | S | | 300 | D | \$49.08 | 136,396,404 | D | |
| 47-Common Stock | 08/15/2008 | | S | | 600 | D | \$49.1 | 136,395,804 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | |

Explanation of Responses:

Remarks:

This is the second of two Forms 4 filed by the Reporting Person on the same date, August 18, 2008, representing transactions #31 through #47 of 47 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. 08/18/2008

** 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.