## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL								
	OMB Number:	3235-0287							
	Estimated average burden								
ı	hours per response:	0.5							

		File										ļ		liouis	per response:	0.5	
Name and Address of Reporting Person*     Tapiero Jacques					2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [ LLY ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Street) INDIANAPOLIS IN 46285 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person				
Tab	le I - Nor	-Deriv	ative	Sec	curitie	s Acc	uired,	Disp	osed o	f, or	Bene	ficia	lly Owne	ed			
Date					Executio f any	ecution Date, iny		Transaction Dispos Code (Instr. 5)					Securi Benefi Owned	ties cially I Following	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	Transa	ction(s)		(1115tt. 4)	
Common Stock 04/17/					′2012		S <sup>(1)</sup>		2,000		D	\$4	0 2	2,869	D		
Common Stock													1	8,115	<b>I</b> <sup>(2)</sup>	by wife	
Common Stock													2	2,703	I	401(k)	
Ta													Owned				
erivative Conversion Date Execution Date, T ecurity or Exercise (Month/Day/Year) if any C					of Deriv Secul Acqu (A) or Dispo of (D) (Instr	Expiration Date			Amoun or Numbe			Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Tab  Tab  Tab  Tab  Tab  Tab	Table II - Execution of fany (Moddle)  Table II - Execution of fany (Month/Day/Year)  Table II - Execution of fany fany fany fany fany fany fany fan	Table II - Derivat (e.g., pt  3. Transaction Date (Month/Day/Year) if any	f Reporting Person*  2. Is LT  irrst) (Middle)  TE CENTER  4. If  Table I - Non-Derivative  itr. 3)  Table II - Derivative  (Month/Day/Ye  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date Execution Date, if any	rirst) (Middle)  TE CENTER  A. If Ame  Table I - Non-Derivative Section  (Month/Day/Year)  Table II - Derivative Secure, puts, calls  3. Transaction  Date (Month/Day/Year)  Tansaction  Date (Month/Day/Year)  A. J. Transaction  Date (Month/Day/Year)  Table II - Derivative Secure, puts, calls  4. Transaction  Code (Instr. 4. Transaction Code (Instr. 5. Transaction Code (Instr. 6. Transaction C	Table II - Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Nu Transaction Date (Month/Day/Year)  6 (Disposor of (D) (Instr. 8)	Table II - Derivative Securities Acquire (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Date (Month/Day/Year)  Table II - Derivative Securities Acquire (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	rist) (Middle)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Page (Month/Day/Year)  Table II - Derivative Securities Acquired, Page (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	responding Person*  (Middle)  (Month/DaylYear)  (Month/DaylYear)  (Middle)  (Middle)  (Middle)  (Month/DaylYear)  (Middle)  (Middle)  (Month/DaylYear)  (Middle)  (Month/DaylYear)  (Middle)  (Month/DaylYear)  (Middle)  (Month/DaylYear)  (Month/DaylYear)  (Middle)  (Middle)  (Month/DaylYear)  (Month/DaylYear)  (Middle)  (Month/DaylYear)  (Month/DaylYear)  (Month/DaylYear)  (Month/DaylYear)  (Month/DaylYear)  (Middle)  (Month/DaylYear)  (Mon	rist) (Middle)  TE CENTER  3. Date of Earliest Transaction (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  2. Irransaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of trans (Month/Day/Year)	responsible from the first of t	rist) (Middle)  Table I - Non-Derivative Securities Acquired, Disposed of, or Bene (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  Amount of Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Non-Derivative Securities Acquired (Month/Day/Year)  Table II - Non-Derivative Securities Acquired (Month/Day/Year)  Table II - Non-Derivative Securities Acquired (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [ LLY ]   5. CO   5. CO	Reporting Person*   2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]   SVE	I Reporting Person*  2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [ LLY ]  3. Date of Earliest Transaction (Month/Day/Year) 04/17/2012  3. Date of Earliest Transaction (Month/Day/Year) 04/17/2012  4. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [ LLY ]  3. Date of Earliest Transaction (Month/Day/Year) 04/17/2012  4. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol (Check all applicable) Director X Officer (give title below) SVP&Pres., Er  4. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Relationship of Reporting (Check all applicable) Director X Officer (give title below) SVP&Pres., Er  6. Individual or Joint/Group Line) X Form filed by One Form file	It Reporting Person*  2. Issuer Name and Ticker or Trading Symbol LILLY FLI & CO [ LLY ]  3. Date of Earliest Transaction (Month/Day/Year) Director 10% (Check all applicable) Director 10% (Check all applicable) Director 10% (Officer (give title Director) SVP&Pres., Emerging Mark SVP&Pres., Emerging Mark  4. If Amendment, Date of Original Filed (Month/Day/Year) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  tr. 3)  2. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Signal Filed (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Signal Filed (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Signal Filed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Signal Filed (Month/Day/Year) (Mon	

## **Explanation of Responses:**

- $1. \ The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 5, 2012.$
- 2. Reporting person disclaims beneficial ownership of these shares.

## Remarks:

James B. Lootens for Jacques Tapiero, authorization on file

04/19/2012

\*\* 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.