

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person* LECHLEITER JOHN C			2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016					
LILLY CORPORATE CENTER			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(Street) INDIANAPOLIS IN 46285								
(City) (State) (Zip)								

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/09/2016		G	680	D	\$0	750,508	D	
Common Stock	05/10/2016		G	8,690	D	\$0	741,818	D	
Common Stock	05/11/2016		G	700	D	\$0	741,118	D	
Common Stock	05/13/2016		G	3,314	D	\$0	737,804	D	
Common Stock	05/20/2016		G	740	D	\$0	737,064	D	
Common Stock	05/24/2016		G	1,110	D	\$0	735,954	D	
Common Stock	08/11/2016		G	18,060	D	\$0	717,894	D	
Common Stock	08/23/2016		G	650	D	\$0	717,244	D	
Common Stock	12/16/2016		G	375	D	\$0	716,869	D	
Common Stock							21,102	I	401(k)
Common Stock							49,102	I	by wife ⁽¹⁾
Common Stock							22,589	I	by family limited partnership ⁽²⁾
Common Stock							72,140	I	The John C. Lechleiter Spouse and Descendants Trust dtd 11/1/12 ⁽³⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- 1. Reporting person disclaims beneficial ownership of these shares.
- 2. Family limited partnership of which reporting person and his wife are the general partners. Reporting person disclaim beneficial ownership of shares held by family limited partnership except to the extent of his pecuniary interest therein.
- 3. Irrevocable trust for the benefit of reporting person's spouse and children. Spouse is trustee. Reporting person disclaims beneficial ownership of these shares.

Remarks:

John C. Lechleiter
** Signature of Reporting Person

01/06/2017
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.

John C. Lechleiter
Lilly Corporate Center
Indianapolis, Indiana 46285

Securities and Exchange Commission
Washington, D.C. 20549

Authorization Regarding Reporting Forms

I hereby authorize and designate the following persons to sign and file with the Commission on my behalf Forms 3, 4 and 5 (including any amendments thereto) covering

Michael J. Harrington, Lilly Corporate Center, Indianapolis, Indiana

Bronwen Mantlo, Lilly Corporate Center, Indianapolis, Indiana

Tiffany R. Benjamin, Lilly Corporate Center, Indianapolis, Indiana

This authorization and designation shall remain in effect until a written revocation is signed by me and provided to the Commission.

Date: July 26, 2016

/s/ John C. Lechleiter