SEC Form 5

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FORM 5

Check this box if no longer subje Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	ct to
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 \square Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL 3235-0362 OMB Number: Estimated average burden hours per response: 1.0

Form 4 Transactions Reported.	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* SANTINI GINO (Last) (First) LILLY CORPORATE CENTER	2. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI & CO</u> [LLY] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Sr.VP, Corp. Strategy & Policy
(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

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 A Of (D) (Instr. 3,		or Disposed	5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	Indirect (I) (Instr. 4)	
Common Stock	08/05/2004		G ⁽¹⁾ 5	2,134	D	\$0.00	73,048	D	
Common Stock	10/07/2005		G ⁽¹⁾ 5	2,576	D	\$0.00	81,335	D	
Common Stock	12/16/2005		G ⁽²⁾ 5	270	D	\$0.00	76,065	D	
Common Stock	06/09/2006		G ⁽¹⁾	2,778	D	\$0.00	81,272	D	
Common Stock	12/20/2006		G ⁽²⁾	192	D	\$0.00	79,537	D	
Common Stock	12/22/2006		G ⁽²⁾	95	D	\$0.00	79,442	D	
Common Stock	08/05/2004		G ⁽¹⁾ 5	172	A	\$0.00	2,242	I	by daughter
Common Stock	08/05/2004		G ⁽³⁾ 5	172	A	\$0.00	2,414	I	by daughter
Common Stock	10/07/2005		G ⁽¹⁾ 5	205	A	\$0.00	2,619	I	by daughter
Common Stock	10/07/2005		G ⁽³⁾ 5	205	A	\$0.00	2,824	I	by daughter
Common Stock	06/09/2006		G ⁽¹⁾	231	A	\$0.00	3,055	I	by daughter
Common Stock	08/05/2004		G ⁽¹⁾ 5	172	A	\$0.00	2,242	I	by son
Common Stock	08/05/2004		G ⁽³⁾ 5	172	A	\$0.00	2,414	I	by son
Common Stock	10/07/2005		G ⁽¹⁾ 5	205	A	\$0.00	2,619	I	by son
Common Stock	10/07/2005		G ⁽³⁾ 5	205	A	\$0.00	2,824	I	by son
Common Stock	06/09/2006		G ⁽¹⁾	231	A	\$0.00	3,055	I	by son
Common Stock	08/05/2004		G ⁽¹⁾ 5	1,790	A	\$0.00	4,082	I	by wife
Common Stock	08/05/2004		G ⁽³⁾ 5	344	D	\$0.00	3,738	I	by wife
Common Stock	10/07/2005		G ⁽¹⁾ 5	2,166	A	\$0.00	5,904	I	by wife
Common Stock	10/07/2005		G ⁽³⁾ 5	410	D	\$0.00	5,494	I	by wife
Common Stock	06/09/2006		G ⁽¹⁾	2,316	A	\$0.00	7,810	I	by wife
Common Stock					1		1,839	I	401(k)

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)	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)	

		Ta	ble II - Deriva (e.g., p	tive Secur uts, calls,				convertib	le sec		/ Owned			
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed Execution Date,	4. Transaction	(6A)Nu	m (De) r	ExDectisEbler Expiration D			of a Sti ares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Esectantation	of Responses	\$Month/Day/Year)	if any '	Code (Instr.	Deriv		(Month/Dav/	rear)	Securit	ies	Security	Securities	Form:	Beneficial
1. These transa	Price of Chons involve Derivative	d gifts of securities l	(Month/Day/Year) by the reporting perso	on to his wife, d	" Secu aughter Acqu	rities and so iired	on, all of whom	share the rep	Defivat	son's housel	(Instr. 5) nold. The rep	Beneficially orting person disc Owned	Direct (D) launs beneficia	Ownership (Instr. 4)
of these shares					. (A) o Dispo	r			. Securit and 4)	y (Instr. 3 ,		Following Reported	. (I) (Instr. 4)	•
2. Charitable g	utions involvo	d gifts of socuritios l	• by the reporting perso	• m's wife to his s			• or All three ch	ara tha raporti		's bousebole	1 The report		ns bonoficial o	wnorship of
these shares.	ictions mvorve	d gifts of securities t	by the reporting perse	115 WHE TO 1115 5	(instr _ and 5		ei. An unee su	are the report	ng persor	i s nousenoic	i. The report	(instr.4)	lis beneficial o	whership of
Remarks					<u> </u>		I							
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								**	Signatur		ing Person	Date		
			class of securities			rectly	or indirectly.	Expiration		Number of				
		·	g person, <i>see</i> Insti			(D)	Exercisable	Date	Title	Shares				
** Intentional	misstatemen	ts or omissions of	facts constitute Fec	leral Criminal	Violatio	ons Se	e 18 U.S.C. 1	001 and 15 l	J.S.C. 78	Bff(a).				

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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