FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Washington, D.C. 20049

<b>STATEMENT</b>	OF CHANGES	S IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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

						_	_			_									
Name and Address of Reporting Person*  Teniore Jacques				2. Issuer Name <b>and</b> Ticker or Trading Symbol  LILLY ELI & CO [ LLY ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Tapiero Jacques</u>					1-										Directo	or		10% O\	vner
					.											(give title		Other (s	specify
(Last)	/E	irst)	(Middle)		3. 1	Date o	of Earl	iest Tran	saction (N	1onth	/Day/Year)			1	below)			below)	
` '	`	,	(iviluale)		10/01/2012									SVP&Pres., Emerging Markets					
LILLY (	CORPORAT	E CENTER														,	. 0	0	
					$\vdash$									_					
(044)					4.	If Ame	endme	nt, Date	of Origina	I File	d (Month/Da	ay/Year	r)			Joint/Group	Filing	g (Check Ap	plicable
(Street)														Line	,		_		
INDIAN	APOLIS IN	N	46285											-   -	Y Form f	iled by One	Repo	orting Perso	n
-					.												e thar	n One Repo	rting
(City)	(6	tate)	(Zip)												Persor	1			
(City)	(3	iale)	(ZIP)																
		Tat	ole I - No	n-Deriv	ativ	e Se	curi	ties Ac	quired	, Dis	sposed c	of, or	Bene	ficiall	y Owned				
1. Title of	Security (Ins	tr. 3)		2. Trans	action		2A. De	emed	3.		4. Securi	ties Acc	auired (	(A) or	5. Amou	nt of	6. Ov	wnership	7. Nature
				Date	Date		Execution Date,		Transaction		n Disposed	Disposed Of (D) (Instr. 3, 4			Securitie	es Fo		orm: Direct	of Indirect
				(Month/Day/Yea		ear)			r)   Code	(Instr	. 5)				Benefici Owned F			(D) or Indirect (I) (Instr. 4)	Beneficial Ownership
				(	Duy. 100	., 5,	_					- Reporte	Reported		1511. 4,	(Instr. 4)			
									Code	v	Amount	(4	A) or   D)	Price		Transaction(s) (Instr. 3 and 4)			
						_				-		,,	5)		(IIISU. 3	anu 4)			
Common	Stock			10/01	10/01/2012				M	1	12,50	0 A		\$0.00	31	,244		D	
					-			_	-	+	_					_			
Common Stock			10/01/2012		2			F	1	4,643	3	D	\$47.4	1 26	,601		D		
									_		+				10.115			<b>*</b> (1)	
Common Stock									1					18,115			$I^{(1)}$	by wife	
C 9( 1														2.761			т	401/1-)	
Common Stock															2,761		I		401(k)
			Table II	Darista	41.70	Caa	:4:	- A	ivaal I	):a.		0 " D		را امام	Owned		-		,
			Table II -												Owned				
				(e.g., p	outs,	caii	s, w	arrants	s, optio	ns,	converti	DIE S	ecuri	ties)					
1. Title of 2. 3. Transaction 3A. Deen				ed 4	4.		5. Number		6. Date E	xerci	sable and	7. Titl	7. Title and Amo		8. Price of	9. Numbe	r of	10.	11. Nature
Derivative	Conversion	Date	Execution		Transaction Code (Instr. 8)				Expiration Date			of Securities		.	Derivative	derivative		Ownership	
Security	or Exercise Price of	(Month/Day/Year)	if any						(Month/D	ay/Ye	ear)	Underlying Derivative Secu (Instr. 3 and 4)			Security	Securities		Form:	Beneficial
(Instr. 3)	Derivative		(Month/Da	y/Year)   8											(Instr. 5)	Beneficial Owned	ııy	Direct (D) or Indirect	Ownership (Instr. 4)
	Security				(A) or					(mon. o ana 4)		٠,		Following		(I) (Instr. 4)			
				Disposed									Reported		l '' '	1			
						of (D) (Instr. 3, 4 and 5)									Transaction (Instr. 4)	on(s)		1	
	l			L		3, 4 and 5)										(111501. 4)			
	l			- 1						- 1				mount					
	l												O N	r lumber					
	l			- 1					Date		Expiration		0	f					
				(	Code	۱v	(A)	(D)	Exercisa		Date	Title	s	hares					
Restricted	\$0.00	10/01/2012			M		12,500		10/01/20	12	10/01/2012	Common Stock		2,500	\$0.00	0		D	

## **Explanation of Responses:**

1. Reporting person disclaims beneficial ownership of these shares.

## Remarks:

James B. Lootens for Jacques Tapiero, authorization on file

10/02/2012

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.