## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

wasnington,	D.C. 2004

<b>STATEMENT</b>	OF CHANG	SES IN BEN	EFICIAL O	WNERSHIP

OMB Number:	3235-0287
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hours per response:	0.5

**OMB APPROVAL** 

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

Clast   (First)   (Middle)   3. Date of Earliest Transaction (Month/Day/Year)   2. Date of Earliest Transaction (Month/Day/Year)   Chairman, President and CEO   Chairman, President and	1. Name and Address of Reporting Person*						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)						
Common Stock	LECHLEITER JOHN C															X Directo	r				
A. If Amendment, Date of Original Filed (Month/Day/Year)   Struct   A. If Amendment, Date of Original Filed (Month/Day/Year)   A. If Amendment, D. If Amend													]	below) below)				ecify			
City   (State)   (Zip)	LILLY C	ORPORAI	E CENTER													Chan	,	, I resident and CLO			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)    2. Transaction Date (Month/Day/Year)   2. Transaction (Month/Day/Year)   2. Month/Day/Year)   2. Month/Day/Year)   2. Month/Day/Year)   2. Mo	(Street)	A DOLLIC IN	ī	46205		4.	If Ame	ndme	nt, Date	of Origi	nal Fil	ed (Month/Da	Line)								
Table I - Non-Derivative   Securities   Acquired   Disposed of, or Beneficially Owned	INDIAN	APOLIS II	N	46283										, , ,						ng	
1. Title of Security (Instr. 3)   2. Transaction (Month/Day/Year)   22. Transaction (Month/Day/Year)   22. Demed Fransaction (Month/Day/Year)   23. Transaction (Month/Day/Year)   24. Demed Fransaction (Month/Day/Year)   25. Transaction (Month/Day/Year)   26. Demed Fransaction (Month/Day/Year)   26. Demed Fransaction (Month/Day/Year)   27. Transaction (Month/Day/Year)   28. A sport of Transaction (Month/Day/Year)   28. A sport of Transaction (Month/Day/Year)   28. A sport of Transaction (Month/Day/Year)   27. Transaction (Month/Day/Year)   28. A sport of Month/Day/Year)   28. A sport of Transaction (Month/Day/Year)   28. A sport of Month/Day/Year)   28.	(City)	(S	tate)	(Zip)														ed by More than One i		Сероги	ng
Date     Month/Day/Year																					
Code   V   Amount   (A) or   Price   Transaction   (Instr. 3 and 4)   Common   Transaction   (Instr. 3)   Common   Transaction   (Instr. 3)   Common   Transaction   (Instr. 4)   Common   Transaction   (Instr. 4)   Common   Transaction   (Instr. 4)   Common   Transaction   Transac	1. Title of Security (Instr. 3)		Date		Execution Date, ear) if any		Date,	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and		d Securities Beneficiall Owned Fo			Form: Direct (D) or Indirect		Indirect Beneficial Ownership				
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Derivative Securities (Month/Day/Year) Security Price of Derivative Securities (Month/Day/Year) Securities (Month/Day/										Code	v	Amount		Price	- 1	Transaction(s)				(instr. 4)	
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Date (Month/Day/Year)  2. Conversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Derivative Securities (Month/Day/Year)  3. Transaction of Code (Instr. 3)  4. Defended Execution Date (Month/Day/Year)  4. Ozode (Instr. 3)  5. Date Exercisable and Expiration Date (Month/Day/Year)  6. Price of Derivative Securities (Instr. 3)  6. Price of Derivative Securities (Instr. 4)  7. Title and Amount or Securities Securities (Instr. 5)  7. Title and Amount or Securities (Instr. 5)  8. Price of Derivative Securities (Instr. 4)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 4)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 4)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 4)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securiti	Common	Stock			02/01/2	2016				M		46,623	A \$0			773,111		D			
Common Stock  Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Title of Conversion or Exercise (Month/Day/Year)  Security Security (Instr. 3 and 4)  Amount or Securities Derivative Security (Instr. 3 and 4)  Amount or Securities Derivative Security (Instr. 3)  Amount or Securities Derivative Security (Instr. 3)  Amount or Securities Derivative Security (Instr. 4)  Amount or Securities Derivative Security (Instr. 4)  Title and Amount or Securities Derivative Security (Instr. 4)  Owner-ship of Indirect (Month/Day/Year)  Title of Securities Derivative Security (Instr. 4)  Owner-ship (Instr	Common	Stock			02/01/2	2016	16		F		21,923	D	<b>\$79</b> .	1	751,188		D				
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Trust dtd 11/1/12(3)  The John C. Lechleiter Spouse and Descendants Trust dtd 11/1/12(3)  Trust dtd (11/1/12(3)  Tritle of Derivative Securities (Month/Day/Year)	Common	Stock													20,515		I		401(k)		
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Title of Derivative Security Securit	Common	Stock													49,102		I		by wife <sup>(1)</sup>		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (instr. 3)  2. Conversion or Exercise Price of Derivative Securities (instr. 3)  2. Conversion Date Execution Date (instr. divided Price of Derivative Securities (instr. 4))  4. Securities Acquired (instr. divided Price of Derivative Securities (instr. 4)  4. Amount or Number of Derivative Securities Securiti	Common Stock											22,589		I		limited					
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Price of Derivative Security  Conversion or Exercise Price of Derivative Security  Code (Instr. 8)  Code (Instr. 4)  Common (Instr. 4)	Common Stock													72,140		I		Lechleiter Spouse and Descendants Trust dtd			
1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security Security Security  2. Conversion or Exercise Price of Derivative Security Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)  9. Number of derivative Security (Instr. 5)  9. Number of derivative Security (Instr. 5)  9. Number of Indirect Seneficial Ownership Disposed of (D) (Instr. 4)  11. Nature of Securities Underlying Derivative Security (Instr. 4)  12. Code (Instr. 4)  13. Transaction Date (Month/Day/Year)  14. Transaction Code (Instr. 8)  15. Number of Securities Underlying Derivative Security (Instr. 5)  16. Date Exercisable and Expiration Date (Month/Day/Year)  17. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  18. Price of Derivative Security (Instr. 5)  19. Number of derivative Security (Instr. 5)  10. Ownership Direct (D) Ownership Owned Following Reported (A) or Number of Securities Underlying Derivative Security (Instr. 4)  18. Price of Derivative Security (Instr. 5)  19. Number of Securities Underlying Derivative Security (Instr. 5)  19. Number of Securities Underlying Derivative Security (Instr. 5)  10. Ownership Direct (D) Ownership Owned Form Ownership				Table II												Owned		,			· ·
Derivative Security (Instr. 3) Price of Derivative Security Security  Restricted  Conversion or Exercise (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Price of Derivative Security (Instr. 3)  Date (Month/Day/Year)  Price of Derivative Security (Instr. 3)  Date (Month/Day/Year)  Restricted  Conversion or Exercise (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Direct Porm: Direct (D) Ownership (Instr. 4)  Ownership (Instr. 4)  Price of Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Direct Security (Instr. 5)  Derivative Security (Instr. 5)  Direct Security (Instr. 5)  Derivative Security (Instr. 5)  Direct Security (Instr. 5)  Direct Security (Instr. 5)  Derivative Security (Instr. 5)  Direct Security (Instr. 5)  Direct Security (Instr. 5)  Derivative Security (Instr. 5)  Direct Security (Instr. 5)  Derivative Security (Instr. 5)  Direct Security (Instr. 5)  Derivative Security (Instr. 5)  Direct Security (Instr. 4)  Direct Securit							calls	·							_						
Code   V   (A)   (D)   Date   Expiration   Date   Title   Shares	Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Month/Day/Year) (Month/Day/Year)		Execution if any	on Date, Day/Year) Transac Code (II 8)		action (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Expiration Date		ate	of Securities Underlying Derivative Secu		Derivative Security		derivative Securities Beneficially Owned Following Reported Transaction(s)		Ownership Form: Direct (D) or Indirect		of Indirect Beneficial Ownership		
						v	(A)	(D)		sable		Title	or Num of	ber	er						
	Restricted Stock Unit	(4)	02/01/2016			M			46,623	02/01/	2016	02/01/2016		46,6	523	\$0		0	D		

## 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.
- 4. Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

## Remarks:

Tiffany R. Benjamin for John

02/02/2016 C. Lechleiter, authorization on file

\*\* 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.