

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* LILLY ENDOWMENT INC (Last) (First) (Middle) 2801 NORTH MERIDIAN STREET (Street) INDIANAPOLIS IN 46208-0068 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2004	
		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

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 Following Reported Transaction(s) (Instr. 3 and 4)	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			
1-Common Stock	08/19/2004		S		900	D	\$64.4	151,364,904	D	
2-Common Stock	08/19/2004		S		900	D	\$64.39	151,364,004	D	
3-Common Stock	08/19/2004		S		900	D	\$64.36	151,363,104	D	
4-Common Stock	08/19/2004		S		3,800	D	\$64.35	151,359,304	D	
5-Common Stock	08/19/2004		S		800	D	\$64.33	151,358,504	D	
6-Common Stock	08/19/2004		S		1,500	D	\$64.28	151,357,004	D	
7-Common Stock	08/19/2004		S		3,100	D	\$64.27	151,353,904	D	
8-Common Stock	08/19/2004		S		1,400	D	\$64.25	151,352,504	D	
9-Common Stock	08/19/2004		S		7,300	D	\$64.24	151,345,204	D	
10-Common Stock	08/19/2004		S		1,100	D	\$64.23	151,344,104	D	
11-Common Stock	08/19/2004		S		2,300	D	\$64.22	151,341,804	D	
12-Common Stock	08/19/2004		S		2,400	D	\$64.2	151,339,404	D	
13-Common Stock	08/19/2004		S		1,300	D	\$64.19	151,338,104	D	
14-Common Stock	08/19/2004		S		2,700	D	\$64.18	151,335,404	D	
15-Common Stock	08/19/2004		S		3,300	D	\$64.17	151,332,104	D	
16-Common Stock	08/19/2004		S		1,900	D	\$64.15	151,330,204	D	
17-Common Stock	08/19/2004		S		3,900	D	\$64.14	151,326,304	D	
18-Common Stock	08/19/2004		S		1,700	D	\$64.13	151,324,604	D	
19-Common Stock	08/19/2004		S		1,700	D	\$64.12	151,322,904	D	
20-Common Stock	08/19/2004		S		3,200	D	\$64.1	151,319,704	D	
21-Common Stock	08/19/2004		S		3,000	D	\$64.09	151,316,704	D	
22-Common Stock	08/19/2004		S		1,000	D	\$64.07	151,315,704	D	
23-Common Stock	08/19/2004		S		700	D	\$64.06	151,315,004	D	
24-Common Stock	08/19/2004		S		5,200	D	\$64.05	151,309,804	D	
25-Common Stock	08/19/2004		S		1,200	D	\$64.04	151,308,604	D	
26-Common Stock	08/19/2004		S		1,200	D	\$64.03	151,307,404	D	
27-Common Stock	08/19/2004		S		600	D	\$64.02	151,306,804	D	
28-Common Stock	08/19/2004		S		2,200	D	\$64.01	151,304,604	D	
29-Common Stock	08/19/2004		S		1,400	D	\$64	151,303,204	D	
30-Common Stock	08/19/2004		S		600	D	\$63.97	151,302,604	D	

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

Remarks:

This is the first of three Forms 4 filed by the Reporting Person on same date, August 20, 2004, representing transactions #1 through #30 of 68 total transactions.

[by:/s/N. Clay Robbins,](#)
[President on behalf of Lilly](#) [08/20/2004](#)
[Endowment, Inc.](#)

** 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.