

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**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

|                                                                 |                        |          |                                                                                  |  |                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                             |  |  |
|-----------------------------------------------------------------|------------------------|----------|----------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><u>Norton Johna</u> |                        |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>ELI LILLY &amp; Co [ LLY ]</u> |  |                                                                                                                                                                                                                                                                                    | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><u>EVP, Global Quality</u> |  |  |
| (Last)                                                          | (First)                | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/01/2024</u>            |  |                                                                                                                                                                                                                                                                                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                                       |  |  |
| <u>LILLY CORPORATE CENTER</u>                                   |                        |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |  |                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                             |  |  |
| (Street)                                                        | <u>INDIANAPOLIS IN</u> |          | <u>46285</u>                                                                     |  | Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |                                                                                                                                                                                                                                             |  |  |
| (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 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    |                                                                                               |                                                          |                                                       |
| Common Stock                    | 02/01/2024                           |                                                    | M                              |   | 1,268                                                             | A          | \$0      | 31,382                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/01/2024                           |                                                    | F                              |   | 566                                                               | D          | \$645.61 | 30,816                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 402                                                                                           | I                                                        | 401(k)                                                |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 1,769                                                                                         | I                                                        | 401(k) - by partner                                   |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 128                                                                                           | I                                                        | by partner                                            |

**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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        | Title |
| Restricted Stock Unit                      | (I)                                                    | 02/01/2024                           |                                                    | M                              |   |                                                                                        | 1,268 | 02/01/2024                                               | 02/01/2024      | Common Stock                                                                      | 1,268                                      | \$0                                                                                                | 0                                                         | D                                                      |       |

**Explanation of Responses:**

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

**Remarks:**

/s/ Jonathan Groff for Johna  
Norton, pursuant to 02/02/2024  
authorization on file

\*\* 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.