

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Conterno Enrique A</u> (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2009	3. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. VP, Diabetes Business Unit	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,392	D	
Common Stock	2,919	I	401(k)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee stock option 10/01 (right to buy)	10/03/2003	10/04/2011	Common Stock	4,250	79.28	D	
Employee stock option 2/01 (right to buy)	02/20/2004	02/18/2011	Common Stock	9,350	73.98	D	
Employee stock option 2/02 (right to buy)	02/18/2005	02/17/2012	Common Stock	10,000	75.92	D	
Employee stock option 2/03 (right to buy)	02/16/2006	02/15/2013	Common Stock	10,700	57.85	D	
Employee stock option 2/04 (right to buy)	02/19/2007	02/14/2014	Common Stock	10,700	73.11	D	
Employee stock option 2/05 (right to buy)	02/11/2008	02/10/2015	Common Stock	7,101	55.65	D	
Employee stock option 2/06 (right to buy)	02/10/2009	02/09/2016	Common Stock	6,928	56.18	D	
Restricted Stock Unit	05/01/2013	05/01/2013	Common Stock	10,000	(1)	D	
Restricted Stock Unit	05/01/2018	05/01/2018	Common Stock	20,000	(1)	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:

Enrique A. Conterno

11/09/2009

** 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 5 (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.

Enrique A. Conterno
Lilly Corporate Center
Indianapolis, IN 46285

Securities and Exchange Commission
Washington, D.C. 20549

Authorization Regarding Reporting Forms

I hereby authorize and designate the following persons to sign and file with the Commission on my behalf Forms 3, 4, and 5 covering my transactions and holdings in the common stock and other equity securities of Eli Lilly and Company as required by Section 16 of the Securities Exchange Act of 1934 and the rules thereunder:

Robert A. Armitage, Lilly Corporate Center, Indianapolis, Indiana
James B. Lootens, Lilly Corporate Center, Indianapolis, Indiana
Bronwen L. Mantlo, Lilly Corporate Center, Indianapolis, Indiana

This authorization and designation shall remain in effect until a written revocation is signed by me and provided to the Commission.

October 29, 2009

Enrique A. Conterno