

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled 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>Zakrowski Donald A</u> (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u> (Street) <u>INDIANAPOLIS IN 46285</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/01/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI & CO [LLY]</u>	
		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) <u>Chief Accounting Officer</u>	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)
<u>Common Stock</u>	<u>2,772</u>	<u>I</u>	<u>401(k)</u>

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				
<u>Employee stock option 2/03 (right to buy)</u>	<u>02/16/2006</u>	<u>02/15/2013</u>	<u>Common Stock</u>	<u>500</u>	<u>57.85</u>	<u>D</u>
<u>Employee stock option 2/04 (right to buy)</u>	<u>02/19/2007</u>	<u>02/14/2014</u>	<u>Common Stock</u>	<u>600</u>	<u>73.11</u>	<u>D</u>
<u>Restricted Stock Unit</u>	<u>12/03/2012</u>	<u>12/03/2012</u>	<u>Common Stock</u>	<u>1,641</u>	<u>(1)</u>	<u>D</u>
<u>Restricted Stock Unit</u>	<u>12/03/2017</u>	<u>12/03/2017</u>	<u>Common Stock</u>	<u>3,281</u>	<u>(1)</u>	<u>D</u>

Explanation of Responses:

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

Remarks:

Donald A. Zakrowski11/07/2012

** 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.