1. Name and Address of Reporting Person*  
Zakrowski Donald A  
(Last)  (First)  (Middle)  
LILLY CORPORATE CENTER  
(Street)  
INDIANAPOLIS IN 46285  
(City)  (State)  (Zip)  

2. Issuer Name and Ticker or Trading Symbol  
ELI LILLY & Co [ LLY ]  

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2023  

4. If Amendment, Date of Original Filed (Month/Day/Year)  

5. Relationship of Reporting Person(s) to Issuer  
(checkbox)  
Director  
10% Owner  
Officer (give title below)  
SVP, Finance, & CAO  

6. Individual or Joint/Group Filing (Check Applicable Line)  
(checkbox)  
Form filed by One Reporting Person  
Form filed by More than One Reporting Person  

Rule 10b5-1(c) Transaction Indication  
(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.  

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/21/2023</td>
<td></td>
<td>S</td>
<td>600</td>
<td>D</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>$546.51</td>
<td>5,378</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  

*/s/ Jonathan Groff for Donald A. Zakrowski, pursuant to authorization on file  
08/22/2023  
** Signature of Reporting Person  
Date  

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.  

Explanation of Responses:  
1. The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2022.  

Remarks:  

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).  