

**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 *<br><u>LECHLEITER JOHN C</u><br><br>(Last) (First) (Middle)<br>LILLY CORPORATE CENTER LILLY CORPORATE CE<br><br>(Street)<br>INDIANAPOLIS IN 46285<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LILLY ELI &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, Pharmaceutical Operations</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/08/2004</u>            |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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     |   |  |   |
| Common Stock                    | 07/08/2004                           | 07/08/2004   | M                              |   | 27,728  | A          | \$23.4075 | 114,351   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 11,158.23   | I  | 401(k) plan   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 18,316  | I <sup>(1)</sup>   | By family limited partnership                         |
| Common Stock                    |                                      |  |                                |   |   |            |           | 8,070   | I <sup>(2)</sup>   | by wife   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 488.51  | I <sup>(2)</sup>   | cust. for daughter Elizabeth                          |
| Common Stock                    |                                      |  |                                |   |   |            |           | 493.46  | I <sup>(2)</sup>   | custodian for son Andrew                              |
| Common Stock                    |                                      |  |                                |   |   |            |           | 956.14  | I <sup>(2)</sup>   | custodian for son Daniel                              |

**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 |
| Employee stock option (right to buy)       | \$23.4075  | 07/08/2004                           | 07/08/2004   | M                              |   |  | 27,728 | 10/16/1998   | 10/14/2005      | Common Stock  | 27,728                                     | \$0.00   | 0.00  | D  |       |

**Explanation of Responses:**

- Family limited partnership of which reporting person and his wife are the general partners. Reporting person disclaim beneficial ownership of shares held by family limited partnership except to the extent of his pecuniary interest therein.
- Reporting person disclaims beneficial ownership of these shares.

**Remarks:**

Bronwen Mantlo for John C. Lechleiter, authorization on file 07/12/2004

\*\* 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.**