

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* LILLY ENDOWMENT INC (Last) (First) (Middle) 2801 NORTH MERIDIAN STREET (Street) INDIANAPOLIS IN 46208-0068 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/11/2008 | |
| | | 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 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 | | | |
| 31-Common Stock | 08/11/2008 | | S | | 200 | D | \$48.84 | 136,730,604 | D | |
| 32-Common Stock | 08/11/2008 | | S | | 200 | D | \$48.85 | 136,730,404 | D | |
| 33-Common Stock | 08/11/2008 | | S | | 300 | D | \$48.86 | 136,730,104 | D | |
| 34-Common Stock | 08/11/2008 | | S | | 200 | D | \$48.87 | 136,729,904 | D | |
| 35-Common Stock | 08/11/2008 | | S | | 1,000 | D | \$48.88 | 136,728,904 | D | |
| 36-Common Stock | 08/11/2008 | | S | | 700 | D | \$48.89 | 136,728,204 | D | |
| 37-Common Stock | 08/11/2008 | | S | | 500 | D | \$48.9 | 136,727,704 | D | |
| 38-Common Stock | 08/11/2008 | | S | | 1,900 | D | \$48.9 | 136,725,804 | D | |
| 39-Common Stock | 08/11/2008 | | S | | 200 | D | \$48.91 | 136,725,604 | D | |
| 40-Common Stock | 08/11/2008 | | S | | 500 | D | \$48.92 | 136,725,104 | D | |
| 41-Common Stock | 08/11/2008 | | S | | 600 | D | \$48.93 | 136,724,504 | D | |
| 42-Common Stock | 08/11/2008 | | S | | 400 | D | \$48.94 | 136,724,104 | D | |
| 43-Common Stock | 08/11/2008 | | S | | 1,800 | D | \$48.95 | 136,722,304 | D | |
| 44-Common Stock | 08/11/2008 | | S | | 900 | D | \$48.96 | 136,721,404 | D | |
| 45-Common Stock | 08/11/2008 | | S | | 300 | D | \$48.97 | 136,721,104 | D | |
| 46-Common Stock | 08/11/2008 | | S | | 1,666 | D | \$48.97 | 136,719,438 | D | |
| 47-Common Stock | 08/11/2008 | | S | | 300 | D | \$48.98 | 136,719,138 | D | |
| 48-Common Stock | 08/11/2008 | | S | | 4,334 | D | \$48.98 | 136,714,804 | D | |
| 49-Common Stock | 08/11/2008 | | S | | 1,800 | D | \$48.99 | 136,713,004 | D | |
| 50-Common Stock | 08/11/2008 | | S | | 100 | D | \$49 | 136,712,904 | D | |
| 51-Common Stock | 08/11/2008 | | S | | 1,300 | D | \$49 | 136,711,604 | D | |
| 52-Common Stock | 08/11/2008 | | S | | 100 | D | \$49.01 | 136,711,504 | D | |
| 53-Common Stock | 08/11/2008 | | S | | 2,600 | D | \$49.01 | 136,708,904 | D | |
| 54-Common Stock | 08/11/2008 | | S | | 100 | D | \$49.02 | 136,708,804 | D | |
| 55-Common Stock | 08/11/2008 | | S | | 900 | D | \$49.02 | 136,707,904 | D | |
| 56-Common Stock | 08/11/2008 | | S | | 1,800 | D | \$49.03 | 136,706,104 | D | |
| 57-Common Stock | 08/11/2008 | | S | | 100 | D | \$49.04 | 136,706,004 | D | |
| 58-Common Stock | 08/11/2008 | | S | | 1,400 | D | \$49.04 | 136,704,604 | D | |
| 59-Common Stock | 08/11/2008 | | S | | 4,600 | D | \$49.05 | 136,700,004 | D | |
| 60-Common Stock | 08/11/2008 | | S | | 900 | D | \$49.06 | 136,699,104 | D | |

**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 | | | | | |

Explanation of Responses:

Remarks:

This is the second of four Forms 4 filed by the Reporting Person on the same date, August 12, 2008, representing transactions #31 through #60 of 114 total transactions. All per share price figures are rounded to the next highest cent.

[by:/s/Diane M. Stenson,](#)
[Treasurer on behalf of Lilly Endowment, Inc.](#) [08/12/2008](#)

** 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.