

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed 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>Barnes Melissa S</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>01/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI &amp; 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 Eth/Cmpl Ofcr &amp; SVP, ERM</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>667</u>	<u>D</u>	
<u>Common Stock</u>	<u>780</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	Title	Amount or Number of Shares			
<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>6,300</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>5,000</u>	<u>73.11</u>	<u>D</u>	
<u>Employee stock option 2/05 (right to buy)</u>	<u>02/11/2008</u>	<u>02/10/2015</u>	<u>Common Stock</u>	<u>1,314</u>	<u>55.65</u>	<u>D</u>	
<u>Employee stock option 2/06 (right to buy)</u>	<u>02/10/2009</u>	<u>02/09/2016</u>	<u>Common Stock</u>	<u>1,627</u>	<u>56.18</u>	<u>D</u>	
<u>Employee stock option 4/03 (right to buy)</u>	<u>04/27/2006</u>	<u>04/26/2013</u>	<u>Common Stock</u>	<u>7,500</u>	<u>63.67</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>10/02/2016</u>	<u>10/02/2016</u>	<u>Common Stock</u>	<u>3,894</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:

Melissa S. Barnes01/10/2013

\*\* 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.

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