## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

## 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

Street						OI 3	section	1 30(11)	or the ii	ivesimer	il Coi	прапу Аст	01 194	+0						
Class   (First												(Check all applicable)								
Name							` ' '									Officer (give title Other (specify				
Name																				
Table   1 - North-Derivative   Security (Instr. 3)   Property	(Street) INDIANAPOLIS IN 46208-0068						X Form filed by One Reporting Person Form filed by More than One Reporting													
2.	(City) (State) (Zip)															. 0.0				
Date	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
151-Common Stock	Date					ay/Year) it		Execution Date, if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 5)				and Securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
152-Common Stock   09/09/2008   S   S   S   S   S   S   S   S   S										Code	v	Amount	(	A) or D)	Price					
1.53   1.53   1.54   1.55	151-Common Stock 09/09/2									S		900		D	\$47.5	7 135	,678,104	D		
1.54   Common Stock   09/09/2008   S   S   000   D   \$47.58   135,676,404   D	152-Common Stock 09/09/2									S		800		D	\$47.5	7 135	,677,304	D		
155-Common Stock   09/09/2008   S   300   D   \$47.59   135,675,504   D   157-Common Stock   09/09/2008   S   300   D   \$47.61   135,675,504   D   158-Common Stock   09/09/2008   S   300   D   \$47.61   135,675,204   D   159-Common Stock   09/09/2008   S   300   D   \$47.62   135,673,204   D   159-Common Stock   09/09/2008   S   300   D   \$47.62   135,673,904   D   159-Common Stock   09/09/2008   S   300   D   \$47.62   135,673,904   D   159-Common Stock   09/09/2008   S   300   D   \$47.63   135,673,604   D   159-Common Stock   09/09/2008   S   200   D   \$47.63   135,672,204   D   159-Common Stock   09/09/2008   S   200   D   \$47.64   135,672,204   D   159-Common Stock   09/09/2008   S   200   D   \$47.64   135,672,204   D   159-Common Stock   09/09/2008   S   200   D   \$47.65   135,672,004   D   159-Common Stock   09/09/2008   S   200   D   \$47.66   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.66   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.66   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.66   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.66   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.66   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.66   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.60   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   \$47.60   135,671,104   D   159-Common Stock   09/09/2008   S   200   D   200	153-Common Stock 09/09/2									S		200		D	\$47.5	8 135	,677,104	D		
156-Common Stock   157-Common	154-Common Stock 09/09/2					/2008				S		700		D	\$47.5	8 135	,676,404	D		
157-Common Stock	155-Common Stock 09/09/2						2008			S		600		D	\$47.5	.59 135,675,80		D		
159-Common Stock	156-Common Stock 09/09/					/2008				S		300		D	\$47.5	135,675,504		D		
159-Common Stock	157-Common Stock 09/0					/2008	2008			S		300		D	\$47.6	1 135	,675,204	D		
160-Common Stock	158-Common Stock 0					/2008				S		1,000		D	\$47.6	62 135,674,204		D		
161-Common Stock	159-Common Stock 09/0					/2008				S		300		D	\$47.6	2 135	,673,904	D		
162-Common Stock	160-Common Stock 09/09					/2008				S		300		D	\$47.6	3 135	,673,604	D		
163-Common Stock	161-Common Stock 09/09/2					/2008				S		1,000		D	\$47.6	3 135	,672,604	D		
164-Common Stock	162-Common Stock 09/09/2					/2008				S		200		D	\$47.6	4 135	,672,404	D		
165-Common Stock  166-Common Stock  167-Common Stock  167-Common Stock  168-Common Stock  168-Common Stock  168-Common Stock  169/09/2008  169/09/20	163-Common Stock 09/09/2					/2008	2008			S		200		D	\$47.6	4 135	,672,204	D		
166-Common Stock  167-Common Stock  167-Common Stock  167-Common Stock  168-Common Stock  169/09/2008  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (Price of Derivative Security (Month/Day/Year) (Month/Day/Year)  1. Title of Derivative Securities (Month/Day/Year)  1. Title of Derivative Securities (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  2. Conversion Or Exercise (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Operivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercised (Month/Day/Year)  7. Title and Expiration Date (Month/Day/Year)  9. Number of Derivative Securities (Instr. 4)  9. Number of Derivative Securities (Instr. 4)  10. Ownership Owned (Instr. 4)  11. Nature of Derivative Securities (Instr. 4)  12. Ownership Owned (Month/Day/Year)  13. Nature of Indirect Derivative Securities (Instr. 4)  14. Transaction Date (Month/Day/Year)  15. Number of Operivative Securities (Instr. 3)  16. Date Exercisable and Expiration Date (Month/Day/Year)  17. Title of Security (Instr. 3)  18. Price of Derivative Securities (Instr. 4)  19. Number of Derivative Securities (Instr. 4)  10. Ownership Owned (Instr. 4)  11. Nature of Expiration Date (Month/Day/Year)  11. Nature of Expiration Date (Instr. 4)  12. Amount or Securities (Instr. 4)  13. Nature of Expiration Date (Instr. 4)  14. Nature of Expiration Date (Instr. 4)  15. Number of Derivative Securities (Instr. 4)  16. Date Expiration Date (Instr. 5)  17. Title and Instruction Date (Instr. 4)  18. Nature of Derivative Securities (Instr. 4)  18. Nature of Derivative Securities (Instr. 4)  19. Number of Derivative Securities (Instr. 4)  1	164-Common Stock 09/09/3					/2008				S		200		D	\$47.6	5 135	,672,004	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 Secur	165-Common Stock 09/09/2					/2008	2008					400		D	\$47.66 135		,671,604	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  Security  Security  Amount of Derivative Security (Instr. 3)  Amount of Derivative Security (Instr. 4)  Amount of Derivative Security (Instr. 4)  Amount of Derivative Security (Instr. 4)  Amount of Shares  Amount of Derivative Security (Instr. 4)  Amount of Shares	166-Common Stock 09/09/2					/2008	2008					500		D	\$47.6	9 135	,671,104	D		
(e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security (Instr. 3)  Derivative Security Securities Security Securities Secu	167-Common Stock 09/09/2									S		300		D	\$47.7	1 135	,670,804	D		
L. Title of Derivative Security (Instr. 3)  Derivative Security Securitiv Secur			Ta													Owned				
Derivative Security (Instr. 3) Price of Derivative Security Security    Code   V   Code   Code   V   Code	1. Title of	2.	3. Transaction	<u> </u>			alis,	1								. Price of	9. Number of	10.	11. Nature	
Code V (A) (D) Exercisable Date Expiration of Shares	Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative		if any		Code (		n of r. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4					Securities Underlying Derivative Security (Instr.		S (1	erivative Security	derivative Securities Beneficially Owned Following Reported Transaction(	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
						Code	v	(A)	(D)				Title	or Num of	ber					

## Remarks:

This is the sixth of six Forms 4 filed by the Reporting Person on the same date, September 10, 2008, representing transactions #151 through #167 of 167 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.

09/10/2008

\*\* Signature of Reporting Person

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

- $^{\star}$  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.

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