FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average b	ourden							

0.5

hours per response:

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

(N ENTER	Middle)		EL 3. Da	Issuer Name and Ticker or Trading Symbol ELI LILLY & Co [LLY] 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2020								(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Chief Accounting Officer			
			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table	e I - No	n-Deriv	ative	Sec	uritie	s Acc	quired,	Dis	posed o	f, or I	3ene	ficially	/ Owne	ed		
Date			Execution Dat ay/Year) if any		Date,	Transaction I						Securi Benefi Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or Prid		Price	Transa	action(s)	, [(
Common Stock 02/11/2			2020	2020		A		3,845	1	4 \$	\$144.25	5	3,440	D		
Common Stock														1,694	I	401(k)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
Derivative Conversion Date Execution or Exercise (Month/Day/Year) if any		n Date,	Transaction Code (Instr. 8)		of Derive Secur Acqu (A) or Dispo of (D) (Instr	erivative curities equired (Month/Day/Y/ (Mo		on Dat Day/Ye	e aar)	Amoun or Numbe of		tr. 3	ivative curity etr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
CIN	Table Taction	Table II - No Table II - No Saction Saction Execution if any	Table I - Non-Deriv 2. Transa Date (Month/D 02/11/ Table II - Derivat (e.g., pt. asaction h/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	(Middle) NTER 46285 (Zip) Table I - Non-Derivative 2. Transaction Date (Month/Day/Year) 02/11/2020 Table II - Derivative Se (e.g., puts, ci	(Middle) NTER 3. Date of 02/11/20 4. If Amer 46285 (Zip) Table I - Non-Derivative Secure (Month/Day/Year) Table II - Derivative Secure (e.g., puts, calls, if any (Month/Day/Year) (Month/Day/Year) 3. Date of 02/11/20 4. If Amer 2. Transaction Pate (Month/Day/Year) 3. Date of 02/11/20 4. If Amer 4. Transaction Code (Instr. 8)	(Middle) NTER 3. Date of Earlies 02/11/2020 4. If Amendment, 46285 (Zip) Table I - Non-Derivative Securitie 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date (Execution if any (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies 02/11/2020 4. If Amendment, 2. Transaction Execution if any (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies 02/11/2020 4. If Amendment, 2. Transaction Code (Instr. Securities of Deriv Securities (e.g., puts, calls, warransaction Code (Instr. Securities) (Month/Day/Year) 3. Date of Earlies 02/11/2020	(Middle) AG285 (Zip) Table I - Non-Derivative Securities Acque (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, if any (Month/Day/Year) AGA Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, if any (Month/Day/Year) AGA Deemed Execution Date, if any (Month/Day/Year) AGA Deemed Execution Date, if any (Month/Day/Year) AGA Deemed Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(Middle) NTER 3. Date of Earliest Transaction (No2/11/2020) 4. If Amendment, Date of Original And Part of Original And Part of Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. If Amendment, Date of Original And Date (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) 6. Date Expiration (Month/Day/Year) 8. Date Date Date (Month/Day/Year) Date Date	(Middle) 3. Date of Earliest Transaction (Month/02/11/2020 4. If Amendment, Date of Original Filed 46285 (Zip) Table I - Non-Derivative Securities Acquired, Dispension of Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 02/11/2020 A Table II - Derivative Securities Acquired, Dispension of Date (e.g., puts, calls, warrants, options, calls, warrants, opti	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2020 4. If Amendment, Date of Original Filed (Month/Day 5. Date Execution Date, if any (Month/Day/Year) 1. Table II - Derivative Securities Acquired, Disposed of the Code (Instr. and Code (Instr	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2020 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, (Month/Day/Year) 2. Transaction Date (Instr. 8) 2. Transaction (Month/Day/Year) 3. Deemed Execution Date, (Poly (Instr. 8) 3. Deemed Execution Date, (Poly (Instr. 8) 4. Securities Acquired (Noth/Day/Year) 4. Securities Acquired (Noth/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title (Month/Day/Year) 8. Sourities Acquired (Noth/Day/Year) 9. Sourities Acquired (Noth/Day/Year) 1. Title (Month/Day/Year) 1. Title (Month/Day/Year) 1. Title (Month/Day/Year) 2. Transaction (Doerivative Securities Acquired (Noth/Day/Year) 3. Date of Original Filed (Month/Day/Year) 4. Securities Acquired (Noth/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Date (Expiration Date (Month/Day/Year) 9. Date (Expiration Date (Month/Day/Year) 1. Title (Month/Day/Year) 2. Transaction (Doerivative Securities Acquired (Noth/Day/Year) 2. Transaction (Doerivative Securities Acquired (Noth/Day/Year) 3. Deemed Execution Date (Noth/Day/Year) 4. Securities Acquired (Noth/Day/Year) 9. Date Exercisable and Expiration Date (Month/Day/Year) 1. Title (Month/Day/Year) 1. Title (Month/Day/Year) 2. Transaction (Doerivative Securities Acquired (Noth/Day/Year) 3. Deemed Execution Date (Month/Day/Year) 4. Transaction (Doerivative Securities Acquired (Noth/Day/Year) 1. Title (Month/Day/Year) 1. Title (Month/Day/Year) 2. Transaction (Doerivative Se	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V Amount (A) or (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Date (Month/Day/Year) Amount of Securities Acquired (Month/Day/Year) Amount of (D) (Instr. 3, 4 and 5) Date Expiration Date (Month/Day/Year) Amount of Or Num	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Transaction Date (Month/Day/Year) 6. Inc Line) 7. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Original Filed (Month/Day/Year) 8. Transaction Code (Instr. 8) 8. Amount (A) or (D) Price (P. 1) 9. Code V Amount (A) or (D) Price (P. 2) 10. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Original Filed (Month/Day/Year) 10. Securities Acquired (A) or (D) (Instr. 3, 4 and 5) 10. Code V Amount (A) or (D) Price (P. 2) 10. Securities Acquired (A) or (D) (Instr. 3) 10. Securities (Month/Day/Year) 10. Securities (Month/Day/Year) 10. Date Expiration Date (Month/Day/Year) 10. Date Expiration Date (Month/Day/Year) 10. Amount or Number (Instr. 3) 10. Date Expiration Date (Month/Day/Year) 10. Date Expiration Date (Month/Day/Year) 10. Date Expiration Date (Instr. 3) 10. Date Expiration Date (Instr. 3) 11. Date (Month/Day/Year) 12. Transaction (A) or Disposed of (D) (Instr. 3) 13. Deemed (A) or Disposed of (D) (Instr. 3) 14. Securities Acquired (A) or Disposed of (D) (Instr. 3) 15. Number (Month/Day/Year) 16. Date Expiration Date (Month/Day/Year) 17. Date (Month/Day/Year) 18. Date (Month	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Transaction Date (Instr. 3) Amount or Number of N	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 46285 (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (I any (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (I any (Month/Day/Year) (Month/Day/Year) 3. A Deemed Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. A Deemed Date (I any (A) or Denedicially Owned Following Reported Transactions (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Ceg., puts, calls, warrants, options, convertible securities) 3. Date of Earliest Transaction (Month/Day/Year) 3. A Deemed Execution Date, if any (Month/Day/Year) 3. A Deemed Execution Date, if any (Month/Day/Year) 3. A Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 3) 5. Number of Derivative Securities Acquired (A) or Securities Derivative Securities Security Instr. 3 and 4) 5. Number of Derivative Securities Acquired (A) or Securities Derivative Securities Acquired (A) or Number of Derivative Securities Securities Acquired (B) or Number of Derivative Securities Acquired (B) or Number of Derivative Securities Acquired (B) or Beneficially Owned Form Transaction (Instr. 4) 4. Transaction or Number of Derivative Securities Acquired (B) or Beneficially Owned Form Transaction (Instr. 5) 5. Amount of Securities Acquired (B) or Beneficially Owned Form Transaction (Instr. 5) 6. Date Execution Date (B) or Beneficially Owned Form Transaction (Instr. 6) 6. Date E	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 46285 46285 (Zip) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Zip) 5. Amount (An) or Price (Instr. 3) and 4) 6. Individual or Joint/Group Filing (Check And Line) 7. Transaction (Month/Day/Year) 8. Form filed by One Reporting Person 8. Form filed by More than One Reperson 8. Securities Acquired (A) or Disposed of, or Beneficially Owned 9. A securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Code V Amount (A) or Price (Instr. 3) 1. God V Amount (A) or Price (D) or Indirect (D) or Indirect (D) (Instr. 3) 1. God V Amount (B) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 4) 1. God V Amount (C) Or Price (C) (Instr. 3) 1. God V Amount (C) Or Price (C) (Instr. 4) 1. God V Amount (C) Or Price (C) (C) (C)

Explanation of Responses:

Remarks:

<u>Crystal T. Williams for Donald</u>
<u>A. Zakrowski, authorization on 02/13/2020</u>
<u>file</u>

** 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.