

LILLY ELI & CO  
Form 4  
August 24, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LILLY ENDOWMENT INC

2. Issuer Name and Ticker or Trading Symbol  
LILLY ELI & CO [LLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2801 NORTH MERIDIAN STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/23/2006

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

INDIANAPOLIS, IN 46208-0068  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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  | (D)  | Price   |
| 31-Common Stock                 | 08/23/2006                           |  | S                              |   | 3,800   | D  | \$ 54.93  |
| 32-Common Stock                 | 08/23/2006                           |  | S                              |   | 2,400   | D  | \$ 54.92  |
| 33-Common Stock                 | 08/23/2006                           |  | S                              |   | 3,000   | D  | \$ 54.91  |
| 34-Common Stock                 | 08/23/2006                           |  | S                              |   | 600   | D  | \$ 54.9   |
| 35-Common Stock                 | 08/23/2006                           |  | S                              |   | 1,800   | D  | \$ 54.89  |
|                                 | 08/23/2006                           |  | S                              |   | 2,500   | D  | 142,589,004   |

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|                 |            |   |       |   |          |             |   |  |
|-----------------|------------|---|-------|---|----------|-------------|---|--|
| 36-Common Stock |            |   |       |   | \$ 54.87 |             |   |  |
| 37-Common Stock | 08/23/2006 | S | 1,800 | D | \$ 54.86 | 142,587,204 | D |  |
| 38-Common Stock | 08/23/2006 | S | 4,200 | D | \$ 54.85 | 142,583,004 | D |  |
| 39-Common Stock | 08/23/2006 | S | 3,000 | D | \$ 54.84 | 142,580,004 | D |  |
| 40-Common Stock | 08/23/2006 | S | 1,800 | D | \$ 54.83 | 142,578,204 | D |  |
| 41-Common Stock | 08/23/2006 | S | 1,200 | D | \$ 54.82 | 142,577,004 | D |  |
| 42-Common Stock | 08/23/2006 | S | 600   | D | \$ 54.81 | 142,576,404 | D |  |
| 43-Common Stock | 08/23/2006 | S | 600   | D | \$ 54.8  | 142,575,804 | D |  |

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

**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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| Code             | V               | (A)   | (D)                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LILLY ENDOWMENT INC  
2801 NORTH MERIDIAN STREET  
INDIANAPOLIS, IN 46208-0068

X

## Signatures

by:/s/Diane M. Stenson, Treasurer on behalf of Lilly  
Endowment, Inc.

08/24/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).

### Remarks:

This is the second of two Forms 4 filed by the Reporting Person on same date, August 24, 2006, representing transactions #31

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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