LILLY ELI & CO Form 4

May 05, 2006

FORM 4

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

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]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

05/04/2006

2801 NORTH MERIDIAN STREET

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

_X__ 10% Owner Director Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

Other (specify

OMB APPROVAL

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January 31,

2005

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response...

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

INDIANAPOLIS, IN 46208-0068

(City)	(State) (Zi	p) Table l	- Non-Der	rivative S	ecuriti	ies Acquii	red, Disposed of,	or Beneficiall	y 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. Secur on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
31-Common Stock	05/04/2006		Code V S	Amount 7,500	(D)	Price \$ 51.94	(Instr. 3 and 4) 145,576,504	D	
32-Common Stock	05/04/2006		S	7,900	D	\$ 51.93	145,568,604	D	
33-Common Stock	05/04/2006		S	9,200	D	\$ 51.92	145,559,404	D	
34-Common Stock	05/04/2006		S	2,400	D	\$ 51.91	145,557,004	D	
35-Common Stock	05/04/2006		S	7,300	D	\$ 51.9	145,549,704	D	
	05/04/2006		S	1,700	D		145,548,004	D	

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36-Common Stock					\$ 51.89		
37-Common Stock	05/04/2006	S	3,300	D	\$ 51.88	145,544,704	D
38-Common Stock	05/04/2006	S	200	D	\$ 51.86	145,544,504	D
39-Common Stock	05/04/2006	S	6,000	D	\$ 51.84	145,538,504	D
40-Common Stock	05/04/2006	S	800	D	\$ 51.83	145,537,704	D
41-Common Stock	05/04/2006	S	2,600	D	\$ 51.82	145,535,104	D
42-Common Stock	05/04/2006	S	1,600	D	\$ 51.8	145,533,504	D
43-Common Stock	05/04/2006	S	800	D	\$ 51.79	145,532,704	D
44-Common Stock	05/04/2006	S	1,800	D	\$ 51.73	145,530,904	D
45-Common Stock	05/04/2006	S	1,000	D	\$ 51.72	145,529,904	D
46-Common Stock	05/04/2006	S	900	D	\$ 51.63	145,529,004	D
47-Common Stock	05/04/2006	S	3,000	D	\$ 51.6	145,526,004	D
48-Common Stock	05/04/2006	S	800	D	\$ 51.59	145,525,204	D
49-Common Stock	05/04/2006	S	400	D	\$ 51.55	145,524,804	D
50-Common Stock	05/04/2006	S	800	D	\$ 51.52	145,524,004	D
51-Common Stock	05/04/2006	S	800	D	\$ 51.5	145,523,204	D
52-Common Stock	05/04/2006	S	800	D	\$ 51.49	145,522,404	D
53-Common Stock	05/04/2006	S	800	D	\$ 51.48	145,521,604	D
54-Common Stock	05/04/2006	S	800	D	\$ 51.47	145,520,804	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

SEC 1474 (9-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
Derivative				Securities			(Instr. 3	3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise any Code of (Month/Day/Pear) Price of (Month/Day/Year) Derivative Security Code of (Month/Day/Pear) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amour or Exercise any Code of (Month/Day/Year) Underly Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 7) Derivative (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amour Code of (Month/Day/Year) Underly Securities (Instr. 7) Date Expiration Exercisable Date Title	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Code of (Month/Day/Year) Underlying Securities Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of (Month/Day/Year) Underlying Securities Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities Securities Faction Date Expiration Date Amount of (Month/Day/Year) Underlying Securities Securities Faction Date Expiration Date Expiration Date Or Number of	Conversion of Month/Day/Year)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LILLY ENDOWMENT INC							
2801 NORTH MERIDIAN STREET		X					
INDIANAPOLIS, IN 46208-0068							

Signatures

by:/s/ N. Clay Robbins, President on behalf of Lilly Endowment, Inc.

05/05/2006

**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, May 5, 2006, representing transactions #31 thrown 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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