Edgar Filing: PAUL STEVEN M - Form 5

Form 5 February 14, 2006				
FORM 5				OMB APPROVAL
Check this box if no longer subject to Section 16. Form 4 or Form	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549			OMB 3235-0362 Number: January 31, 2005 Estimated average
5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported	Filed pursuant to Section 17(a) of the 30(h	burden hours per response 1.0		
1. Name and Address of Reporting Person <u>*</u> PAUL STEVEN M		2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]	Issuer	Reporting Person(s) to
(Last) (F	First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005	Director X Officer (give below)	below)
	treet)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi	nce and Technology nt/Group Reporting applicable line)

INDIANAPOLIS, INÂ 46285

PAUL STEVEN M

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State) (Zip) Tabl	e I - Non-Deri	ivative Se	curitie	es Acqu	ired, Disposed	of, or Beneficia	lly 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 Acquire Dispose (Instr. 3, Amount	d (A) of d of (E , 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/23/2005	Â	G	2,960	D	\$0	77,092	D	Â
Common Stock	12/23/2005	Â	G	2,960	А	\$0	4,836	I <u>(1)</u>	by wife
Common Stock	Â	Â	Â	Â	Â	Â	2,561	Ι	401(k)
Common Stock	Â	Â	Â	Â	Â	Â	579	I <u>(1)</u>	by daughter

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Common Stock	Â	Â	Â	Â	Â	589	I <u>(1)</u>	by wif custod for sor	lian	
	Report on a sep eneficially owr	tly. containe	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.SEC 2270 (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)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O Eı Is Fi (I:
					(A) (D)	Date Exercisable	Expiration Date	Amount or Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PAUL STEVEN M LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â	EVP, Science and Technology	Â				
Signatures								

ynalul

02/14/2006 Steven M. Paul

******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).

(1) Reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.