## Edgar Filing: LILLY ELI & CO - Form 4

LILLY ELI	& CO										
Form 4											
September 1	11, 2014										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNITED	STATES					NGE CO	OMMISSION	OMB	3235-0287	
Check tl	his how		Wa	shington	, D.C. 205	549			Number:		
if no lon	ger								Expires:	January 31, 2005	
subject t		MENT OI	F CHAN		GES IN BENEFICIAL OWNERSHI				Estimated average		
Section	16.			SECU	RITIES	ITIES			burden hour	•	
Form 4									response 0.5		
Form 5 obligation	-						•	Act of 1934,			
may con				•	•	• •		1935 or Section			
See Inst		30(h)	of the Ir	ivestment	t Company	y Act	of 1940	)			
1(b).											
(Print or Type	<b>D</b> asponses)										
(Finit of Type	Kesponses)										
1 Name and	Address of Reporting	Person *	2 Icour	r Nama an	d Tieker or 7	Fradin	a	5. Relationship of I	Reporting Pers	on(s) to	
1. Name and Address of Reporting Person *2. IssuLILLY ENDOWMENT INCSymbol				er Name <b>and</b> Ticker or Trading				Issuer			
			-	ELI & C	O [LLY]						
								(Check all applicable)			
(Last)	(First) (	Middle)		of Earliest T	ransaction			Director	V 100	Owner	
			(Month/) 09/10/2	h/Day/Year) )/2014				DirectorX10% Owner Officer (give title Other (specify			
2001 1000		JIRLEI	09/10/2	.014				below)	below)		
			4. If Am	Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Month/Day/Year)				Applicable Line)				
								_X_ Form filed by Or Form filed by Mo			
INDIANAI	POLIS, IN 46208	-0068						Person		porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	ecuri	ties Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of	2. Transaction Date	2A Deem		3.	4. Securitie		-		6.	7. Nature of	
Security	(Month/Day/Year)	Execution			mor Dispose			Securities	0. Ownership	Indirect	
(Instr. 3)		any	,	Code (Instr. 3, 4 and 5)				Beneficially	Form:	Beneficial	
		(Month/Day/Year)		(Instr. 8)				Owned	Direct (D)	Ownership	
								Following Reported	or Indirect (I)	(Instr. 4)	
						(A)		Transaction(s)	(I) (Instr. 4)		
				Code V	Amount	or	Duice	(Instr. 3 and 4)	()		
				Coue v	Amount	(D)	Price \$				
Common	09/10/2014			S	210,000	D	φ 64.77	132,930,804	D		
Stock	0710/2014			5	210,000	D	(1)	152,750,004			
							_				

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	<sup>7</sup> (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

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

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

\*\*Signature of Reporting Person

## **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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.59 to \$64.91, inclusive. The reporting person undertakes to provide to Eli Lilly & Company, any security holder of Eli Lilly & Company, or

(1) the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

09/11/2014

Date