LILLY ELI & CO Form 5

January 29, 2015

FORM 5

OMB APPROVAL

OMB

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Transactions

Form 4 Reported

Ricks David A Sy			2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	(3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014			-	Director _X_ Officer (give	ck all applicable) 10% Owner Other (specify below) Pres, Lilly Bio-Meds				
					endment, Date Original 6 nth/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)			
INDIANAPO	OLIS, IN 462	85					_	X_ Form Filed by Form Filed by Person	One Reporting Position of Report than One Report than One Report than One Report to the Report to th			
(City)	(State)	Zip)	Table	e I - Non-Deri	vative Sec	urities	Acqui	ired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3,	(A) or of (D))	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	04/29/2014	Â		G	85	D	\$0	34,155	D	Â		
Common Stock	Â	Â		Â	Â	Â	Â	3,480	I	401(k)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.				-			lection of info		SEC 2270 (9-02)			

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								A	Amount	
								C	or	
						Date	Expiration		Number	
						Exercisable	Date		of	
					(A) (D)				Shares	
					(/ (- /					

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Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Ricks David A LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â	SVP and Pres, Lilly Bio-Meds	Â			

Signatures

David A. Ricks 01/26/2015

**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).

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.

Reporting Owners 2