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LILLY ELI	& CO										
Form 4											
January 30, 2	2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th				B ••,	2.0.20				Expires:	January 31,	
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Section 16. S				SECUR	SECURITIES				Estimated average burden hours per		
Form 4 c Form 5		urguant to	Section 1	6(n) of th	a Sacurit		vohona	e Act of 1934,	response	0.5	
obligatio							U	1935 or Section	,		
may cont See Instr	unue.			ivestment	•	- ·			1		
1(b).											
(Print or Type]	Responses)										
	Address of Reportin	ng Person <u>*</u>	2. Issue	r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
Ricks David A Symbol LILLY								Issuer			
				ELI & CO	O [LLY]			(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	f Earliest Tr	ansaction			(encer	t un applicable)	
				Day/Year)			Director 10% Owner				
LILLY CORPORATE CENTER 01/28/2				2015				XOfficer (give titleOther (specify below) below)			
								SVP and P	res, Lilly Bio-I	Meds	
	(Street)		4. If Ame	endment, Da	te Original			6. Individual or Jo	int/Group Filin	g(Check	
			Filed(Mo	nth/Day/Year)			Applicable Line)			
		_						_X_ Form filed by C Form filed by M			
INDIANAP	POLIS, IN 4628	5						Person		portung	
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Da			3.	4. Securit			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year		n Date, if		on(A) or Dis (Instr. 3, 4			Securities	Ownership Form: Direct	Indirect Peneficial	
(Instr. 3)		any (Month/I	Day/Year)	Code (Instr. 8)	(Instr. 5, 2	+ and .))	Beneficially Owned	(D) or	Ownership	
		`	, ,	. ,				Following	Indirect (I)	(Instr. 4)	
						(A)		Reported Transaction(s)	(Instr. 4)		
				~		or		(Instr. 3 and 4)			
Common				Code V	Amount	(D)	Price ¢				
Stock	01/28/2015			А	27,248	А	\$ 70.97	61,403	D		
							10.71				
Common Stock								3,480	Ι	401(k)	

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

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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. Transacti Code (Instr. 8)	5. Number prof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	01/28/2015		А	9,843	02/01/2016	02/01/2016	Common Stock	9,843

Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
Ricks David A			SVP and			
LILLY CORPORATE CENTER	Pres, Lilly					
INDIANAPOLIS, IN 46285	Bio-Meds					
Signatures						
James B. Lootens for David A. Ricks, a on file	n 01/30/2015					
<u>**</u> 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) Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

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.