Shah Aarti S. Form 3

January 10, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement LILLY ELI & CO [LLY] Shah Aarti S. (Month/Day/Year) 01/01/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) LILLY CORPORATE CENTER (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner _X_ Form filed by One Reporting _X_ Officer _ Other Person INDIANAPOLIS, INÂ 46285 (give title below) (specify below) Form filed by More than One SVP & CIO Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3 Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect **(I)** (Instr. 5) Ι Common Stock 1,507 401(k) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		5. Ownership Form of Derivative	(Instr. 5)
	Date Exercisable	Expiration Date		Amount or Number of	Price of Derivative Security	Security: Direct (D) or Indirect	

Shares

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Shah Aarti S. LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â	SVP & CIO	Â		
Signatures						
Crystal T. Williams for Aarti S. Ston file	01/09/2018					
<u>**</u> Signature of Reporting I	Date					
Explanation of Res	pons	ses:				

* If the form is filed by more than one reporting person, *see* Instruction 5(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 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.