FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL
- 1	

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

LILLY ENDOWMENT INC					С	or Sec	tion 30(h) of the I	nvestmei	nt Cor	npany Act o	of 1940)						
Clast Clast Clast Clast C	1. Name and Address of Reporting Person* <u>LILLY ENDOWMENT INC</u>														(Check all applicable)				
Note Common Stock						` ' '									Officer (give title Other (specify				
Table - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned T. Title of Security (Instr. 3) 2. Transaction (NonthObay/Year) 2. Transaction (NonthOb	(Street) INDIANAPOLIS IN 46208-0068				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	X Form filed by One Reporting Person Form filed by More than One Reporting				
1. Title of Security (Instr. 3) 2. Transaction (Instr. 4) 2. Denmed (Party (Instr. 3)) 2. Denmed (Party (Instr. 4)) 2. Denmed (Party (Instr. 4)) 2. Denmed (Instr. 4) 2.	(City)	(St	ate)	(Zip)										. 5050.					
Date Month/DayNear Execution Date Code V Amount (A) or Price (B) or P			Tab	le I - Non-Do	erivativ	ve S	ecuriti	es Acc	quired,	Dis	posed o	f, or	Benef	icially	Owne	ed			
1	Date			е		Execution Date, if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4) or 4 and	Securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
63-Common Stock 08/24/2005 S 2,600 D \$53.41 148,136,504 D 64-Common Stock 08/24/2005 S 2,600 D \$53.41 148,133,904 D 65-Common Stock 08/24/2005 S 3,900 D \$53.39 148,130,004 D 65-Common Stock 08/24/2005 S 1,100 D \$53.39 148,130,004 D 66-Common Stock 08/24/2005 S 5,000 D \$53.39 148,128,904 D 66-Common Stock 08/24/2005 S 5,000 D \$53.37 148,128,404 D 66-Common Stock 08/24/2005 S 5,000 D \$53.37 148,128,404 D 66-Common Stock 08/24/2005 S 5,000 D \$53.38 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.33 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.34 148,127,904 D 66-Common Stock 08/24/2005 S 100 D \$53.32 148,117,404 D 66-Common Stock 08/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 08/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$53.25 148,117,404 D 66-Common Stock 18/24/2005 S 100 D \$50.25 148,117,404 D 66-Common Stoc									Code	v	Amount			rice	Transa (Instr.	action(s) 3 and 4)			
63-Common Stock 08/24/2005 \$ 2,600 D \$53.4 148,133,904 D 65-Common Stock 08/24/2005 \$ 3,900 D \$53.39 148,130,004 D 65-Common Stock 08/24/2005 \$ 1,100 D \$53.38 148,128,904 D 66-Common Stock 08/24/2005 \$ 5,00 D \$53.37 148,128,404 D 66-Common Stock 08/24/2005 \$ 5,00 D \$53.37 148,128,404 D 68-Common Stock 08/24/2005 \$ 100 D \$53.35 148,127,904 D 69-Common Stock 08/24/2005 \$ 1,800 D \$53.33 148,126,004 D 70-Common Stock 08/24/2005 \$ 1,800 D \$53.33 148,122,904 D 71-Common Stock 08/24/2005 \$ 1,800 D \$53.31 148,121,104 D 72-Common Stock 08/24/2005 \$ 1,800 D \$53.31 148,121,104 D 73-Common Stock 08/24/2005 \$ 800 D \$53.32 148,122,904 D 73-Common Stock 08/24/2005 \$ 800 D \$53.32 148,122,004 D 74-Common Stock 08/24/2005 \$ 800 D \$53.32 148,122,004 D 75-Common Stock 08/24/2005 \$ 800 D \$53.32 148,120,004 D 75-Common Stock 08/24/2005 \$ 800 D \$53.32 148,120,004 D 75-Common Stock 08/24/2005 \$ 800 D \$53.32 148,119,404 D 75-Common Stock 08/24/2005 \$ 800 D \$53.32 148,119,404 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired (Month/Day/Year) 8) Shumber of Derivative Securities (Month/Day/Year) 8) Amount Ownership Security (Instr. 3) 80 Amount Ownership Security (Instr. 4) 80 Amount Ownership Security (Instr. 4) 80 Amount Ownership Securities (Instr. 6) 80 Amount Ownership Securities (Instr. 6) 80 Amount Ownership Security (Instr. 4) 80 Amount Ownership Security (Instr. 4) 81 Amount Ownership Security (Instr. 4) 81 Amount Owne				08	8/24/200	05			S		200		D S	53.42	148,	,140,404	D		
Security	62-Common Stock 08/24/2				8/24/200	05			S		3,900		D S	53.41	148,	,136,504	D		
Security	63-Common Stock 08/24/				8/24/200	05			S		2,600		D	\$53.4	148,	,133,904	D		
Security	64-Common Stock 08/24/					05			S		3,900		D S	53.39	148,	,130,004	D		
Security Common Stock 08/24/2005 S 500 D \$53.36 148,127,904 D S68-Common Stock 08/24/2005 S 1,800 D \$53.35 148,127,804 D S69-Common Stock 08/24/2005 S 1,800 D \$53.35 148,127,804 D S69-Common Stock 08/24/2005 S 3,100 D \$53.32 148,122,904 D S69-Common Stock 08/24/2005 S 1,800 D \$53.31 148,121,104 D S69-Common Stock 08/24/2005 S 800 D \$53.31 148,121,104 D S69-Common Stock 08/24/2005 S 800 D \$53.32 148,120,304 D S69-Common Stock 08/24/2005 S 800 D \$53.29 148,120,204 D S69-Common Stock 08/24/2005 S 800 D \$53.28 148,119,404 D S69-Common Stock 08/24/2005 S 800 D \$53.26 148,117,404 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,116,704 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148,115,804 D S69-Common Stock 08/24/2005 S 700 D \$53.25 148	65-Common Stock 08/24					05			S		1,100		D S	53.38	148,	,128,904	D		
Stock Stoc	66-Common Stock 08/2-				8/24/200	05			S		500		D S	53.37	148,	,128,404	D		
Security Stock 08/24/2005 S 1,800 D \$53.33 148,122,904 D	67-Common Stock 08/				8/24/200	05			S		500		D S	53.36	148,	,127,904	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (instr. 3) Samount of Security Securities Securiti	68-Common Stock 08				8/24/200	05			S		100		D S	53.35	148,	,127,804	D		
Table I - Derivative C. Derivative C. Derivative C. Derivative C. Conversion Security C. Conversion Security C. Conversion C. C. C. C. C. C. C. C	69-Common Stock 08/2				8/24/200	05			S		1,800		D S	53.33	148,	,126,004	D		
Table II - Derivative Securities Securit	70-Common Stock 08/24				8/24/200	05			S		3,100		D S	53.32	148,	,122,904	D		
73-Common Stock 08/24/2005 S 800 D \$53.29 148,120,204 D	71-Common Stock 08/24/				8/24/200	05			S		1,800		D S	53.31	148,	,121,104	D		
Table I - Derivative Securities Secu	72-Common Stock 08/24/				8/24/200	05			S		800		D	\$53.3	148,	,120,304	D		
75-Common Stock 08/24/2005 S 700 D \$53.26 148,117,404 D 77-Common Stock 08/24/2005 S 700 D \$53.25 148,116,704 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (instr. 3) 2. Conversion Price of Derivative Securities (instr. 3) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Instr. 3) Amount of Security Securities Securities (instr. 4) Amount of Derivative Securities Securities (instr. 4) Amount of Derivative Securities Securities (instr. 4) Amount of Number of Derivative Securities Securities Securities Securities (instr. 4) Amount of Number of Derivative Securities	73-Common Stock 08/24				8/24/200	05			S		100		D S	53.29	148,	,120,204	D		
76-Common Stock 08/24/2005 S 900 D \$53.25 148,116,704 D 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) Conversion of Exercise Price of Derivative Securities Price of Derivative Security (Instr. 3) Conversion of Exercise Price of Derivative Securities Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Amount of Securities Derivative Securities Derivative Securities Month/Day/Year) Amount of Ind Expiration Date (Month/Day/Year) Amount of Number Of Derivative Securities Derivative Securities Derivative Security (Instr. 3) Amount of Number Of Derivative Securities Derivative Securities Derivative Security (Instr. 4) Amount of Number Of Derivative Securities Derivative Securities Derivative Security (Instr. 4) Amount of Number Of Derivative Securities Derivative Securities Derivative Security (Instr. 4) Amount of Number Of Derivative Securities Derivative Securit	74-Common Stock 08/24/				8/24/200	05			S		800		D S	53.28	148,	,119,404	D		
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 Securities	75-Common Stock 08/24/2				8/24/200	05			S		2,000		D S	53.26	148,	,117,404	D		
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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Security Security Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Security Securities	76-Common Stock 08/24/2				8/24/200	05					700		D S	53.25	148	,116,704	D		
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year) 3. Transaction Date (Expiration Date (Month/Day/Year) 4. Transaction Derivative Securities (Month/Day/Year) 4. Transaction Derivative Securities (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 9. Number of derivative Security (Instr. 5) 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 9. Number of derivative Securities (Month/Day/Year) 9. Number of derivative Securities (Instr. 5) 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 9. Number of Amount of Securities (Month/Day/Year) 9. Number of derivative Securities (Instr. 5) 9. Number of derivative Securities (Month/Day/Year) 9. Number of derivative Securities (Instr. 5) 9. Number of derivative Securities (Month/Day/Year) 9. Number of Amount of Securities (Instr. 4) 9. Number of Amount of Securities (Month/Day/Year) 9. Number of Amount of Securities (Mo	77-Common Stock 08/24/2				8/24/200	05			S		900		D S	53.24	148	,115,804	D		
1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 9. Number of derivative Security (Instr. 5) 9. Number of Derivative Security (Instr. 4) 9. Number of Derivative Security (Instr. 5)																			
Security (Instr. 3) or Exercise Price of Derivative Security Security Or Exercise Price of Derivative Security Or Instr. 4) Or Disposed of (D) (Instr. 3, 4 and 5) Or Instr. 4) Or Date Expiration Or Number of				3A. Deemed	4.	-	5. N		6. Date E	xercis	able and	7. Titl	e and	8. P				11. Nature	
Date Expiration of	Security	or Exercise Price of Derivative		if any	Cod		r. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4					Securities Underlying Derivative Security (Instr.		Sec (Ins	curity Sector. 5) Become Control of Control	Securities Beneficially Owned Following Reported Transaction(Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Explanation of Responses:					Cod	de V	(A)	(D)				Title	or Numb of	er					

Remarks:

This is the third of three Forms 4 filed by the Reporting Person on same date, August 25, 2005, representing transactions #61 through #77 of 77 total transactions.

by:/s/David D. Biber, Secretary and Treasurer on behalf of 08/25/2005 Lilly Endowment, Inc.

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

- * 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 is insufficient, see Instruction 6 for procedure.

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