

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)	(A) Number of Derivative Securities Acquired (D) or Disposed of (Instr. 3, 4 and 5)	Date Exercised (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
This is the second of two Forms 4 filed by the Reporting Person on same date, August 16, 2006, representing transactions #31 through #39 of 35 total transactions.												
by: <u>/s/Diane M. Stenson,</u> <u>Treasurer on behalf of Lilly</u> <u>Endowment, Inc.</u> ** Signature of Reporting Person												
Date <u>08/16/2006</u>												
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.												
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, use additional sheets.												
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 Number.												