FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-028								

37 Estimated average burden hours per response: 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MARRAM ELLEN R				2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]								(Che	ck all ap _l	olicable)	.,	Issuer Owner		
(Last) (First) (Middle) LILLY CORPORATE CENTER					3. Date of Earliest Transaction (Month/Day/Year) 11/30/2009												r (specify v)	
NAPOLIS IN 46285 (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	Forn	idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Tabl	e I - Nor	n-Deriv	ative	Sec	curitie	s Ac	quired,	Dis	posed o	f, or I	3ene	ficiall	y Own	ed			
Date					Execution Date, if any		Transaction Disposed Of (D) (Instr. 3				Secur Benef Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership				
								Code	v	Amount (A)) or)	Price	Trans	action(s)		(Instr. 4)	
Common Stock 11/30/2					2009		A		4,040		A	\$35.89) 2	20,242	D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
rity or Exercise (Month/Day/Year) if any		Date,	4. Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year) Date Expiration		Amoun or Numbe of		tr. 3	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)			
	(Fire Corporation of Exercise Price of Derivative (Fire Corporation of Exercise Price of Derivative (Fire Corporative (F	(First) (CORPORATE CENTER APOLIS IN (State) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Table II - L ((Instr. 3)	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/L) (Month/L) Stock 11/30 Table II - Derivati (e.g., pt. (Month/Day/Year) 3. Transaction Date (f.any) (Month/Day/Year)	AM ELLEN R (First) (Middle) CORPORATE CENTER APOLIS IN Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Conversion Or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) LII 3. D 4. If 4. I	(First) (Middle) CORPORATE CENTER APOLIS IN Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (e.g., puts, calls (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 11/30/2009 Table II - Derivative Security (e.g., puts, calls (Month/Day/Year) (Month/Day/Year) AM ELLEN R 3. Date of 11/30/20 4. If Ame 3. Transaction Date (Month/Day/Year) (Month/Day/Year) A. Transaction Code (Instr. 8)	(First) (Middle) CORPORATE CENTER APOLIS IN Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warr 2. Tansaction Date (Month/Day/Year) Price of Derivative Security (Month/Day/Year) 3. Date of Earlies 11/30/2009 4. If Amendment, (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr 2. (Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Earlies 11/30/2009 4. 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Explanation of Responses:

Remarks:

Bronwen Mantlo for Ellen R. Marram, authorization on file

12/01/2009

** Signature of Reporting Person

Date

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.

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.