SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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* **LILLY ENDOWMENT INC**	2. Issuer Name **and** Ticker or Trading Symbol **LILLY ELI & CO** [LLY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

2801 NORTH MERIDIAN STREET

(Street)

INDIANAPOLIS IN   46208-0068

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director | X | 10% Owner
Officer (give title below) | | Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X   Form filed by One Reporting Person
    Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
31-Common Stock	05/05/2004		S		5,200	D	$75.42	153,021,004	D	
32-Common Stock	05/05/2004		S		2,700	D	$75.41	153,018,304	D	
33-Common Stock	05/05/2004		S		700	D	$75.4	153,017,604	D	
34-Common Stock	05/05/2004		S		2,300	D	$75.39	153,015,304	D	
35-Common Stock	05/05/2004		S		1,600	D	$75.38	153,013,704	D	
36-Common Stock	05/05/2004		S		3,400	D	$75.36	153,010,304	D	
37-Common Stock	05/05/2004		S		2,300	D	$75.35	153,008,004	D	
38-Common Stock	05/05/2004		S		4,300	D	$75.33	153,003,704	D	
39-Common Stock	05/05/2004		S		2,000	D	$75.31	153,001,704	D	
40-Common Stock	05/05/2004		S		1,600	D	$75.3	153,000,104	D	
41-Common Stock	05/05/2004		S		1,600	D	$75.29	152,998,504	D	
42-Common Stock	05/05/2004		S		600	D	$75.28	152,997,904	D	
43-Common Stock	05/05/2004		S		100	D	$75.26	152,997,804	D	
44-Common Stock	05/05/2004		S		400	D	$75.25	152,997,404	D	
45-Common Stock	05/05/2004		S		1,600	D	$75.19	152,995,804	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of 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 Securities 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Remarks:

by:/s/David D. Biber, Secretary and Treasurer on behalf of Lilly Endowment, Inc.   05/06/2004

** 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.