# SEC Form 4

# FORM 4

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

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

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person <sup>*</sup><br>JOHNSON KIMBERLY H |         |                  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>ELI LILLY &amp; Co</u> [ LLY ]  |                   | ationship of Reporting Po<br>( all applicable)<br>Director | erson(s) to Issuer<br>10% Owner |  |  |  |
|--|---------|------------------|--|-------------------|--|---------------------------------|--|--|--|
| (Last)   | (First) | (Middle)         | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/16/2023   |                   | Officer (give title below)                                 | Other (specify below)           |  |  |  |
| LILLY CORPORATE CENTER   |         | TER              | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Indiv<br>Line) | 6. Individual or Joint/Group Filing (Check App<br>Line)    |                                 |  |  |  |
| (Street)   |         |                  |  | X                 | Form filed by One Re                                       | porting Person                  |  |  |  |
|  |         | 46285            |  |                   | Form filed by More th<br>Person                            | an One Reporting                |  |  |  |
| (City)   | (State) | (Zip)            | Rule 10b5-1(c) Transaction Indication  | ·                 |  |                                 |  |  |  |
|  |         |                  | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |                   |  |                                 |  |  |  |
|  |         | Table I - Non-De | erivative Securities Acquired. Disposed of, or Ber   | neficially        | v Owned  |                                 |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code ( | ction | 4. Securities<br>Disposed Of<br>5) |               | . 3, 4 and | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following |   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|---|--------|-------|------------------------------------|---------------|------------|---|---|---|
|                                 |  |   | Code   | v     | Amount                             | (A) or<br>(D) | Price      | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   | (Instr. 4)  |
| Common Stock                    | 10/16/2023                                 |   | A      |       | 16(1)                              | A             | \$616.64   | 2,197   | D |   |

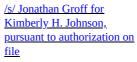
#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  | (5-,  | ,                            |   |   | ,   |                     |   |       |   | ,  |  |  |  |
|---|---|--|---|------------------------------|---|---|-----|---------------------|---|-------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | ate                 | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code                         | v | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

Explanation of Responses:

1. At the election of the reporting person, the shares acquired pursuant to this filing have been deferred in lieu of cash compensation as stock units under the Lilly Directors' Deferral Plan and will be settled in shares of common stock following the reporting person's separation from service.

### **Remarks:**



10/17/2023

\*\* 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.