FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT	OF	CHANGES	IN BENEFICIA	L OWNE	RSHIP
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OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average burden							
hours per response	e: 0.5						

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Kaelin William G Jr</u>						2. Issuer Name and Ticker or Trading Symbol ELI LILLY & Co [LLY]								ck all app Direc	tor	ng Perso	10% Ov	vner	
(Last)	(Fir	st) (M	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 11/20/2023								Office	er (give title		Other (s below)	specify	
LILLY C	CORPORAT	E CENTER			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Inc	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)													X	X Form filed by One Reporting Person					
INDIAN	APOLIS IN	J 4	6285												Form filed by More than One Reporting Person				
(City)	(Sta	ate) (Z	Zip)		Rul	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.								nded to						
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	, or E	Bene	eficiall	y Own	ed			
1. Title of Security (Instr. 3) 2. Transact Date (Month/Date)			Execution Date,		Date,			es Acquired (A) o Of (D) (Instr. 3, 4 a			5. Amo Securit Benefic Owned Report	ies cially Following	6. Owner Form: D (D) or Ir (I) (Instr	Direct ndirect r. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									Code	v	Amount	(A) or (D) Price		Price	Transaction(s) (Instr. 3 and 4)		<u> </u>		
Common	Common Stock 11/20/2			11/20/2	2023				A		335	A	. ;	\$597.6	21	,026	Г		
	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)	Derivative Conversion Date Security or Exercise (Month/Day/Year) if any		ion Date,		Transaction of Code (Instr. Derivative		vative crities cired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		De Se (Ir	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y Ov Fo Dir or (I)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amo or Num of Shar	nber					

Explanation of Responses:

Remarks:

/s/ Jonathan Groff for William

G. Kaelin, Jr., pursuant to authorization on file

** Signature of Reporting Person Date

11/21/2023

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.