

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* LILLY ENDOWMENT INC (Last) (First) (Middle) 2801 NORTH MERIDIAN STREET (Street) INDIANAPOLIS IN 46208 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/31/2003 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | | | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$66.01 | 156,725,604 | D | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$66 | 156,725,004 | D | |
| Common Stock | 07/31/2003 | | S | | 1,300 | D | \$65.97 | 156,723,704 | D | |
| Common Stock | 07/31/2003 | | S | | 3,300 | D | \$65.95 | 156,720,404 | D | |
| Common Stock | 07/31/2003 | | S | | 1,300 | D | \$65.94 | 156,719,104 | D | |
| Common Stock | 07/31/2003 | | S | | 700 | D | \$65.93 | 156,718,404 | D | |
| Common Stock | 07/31/2003 | | S | | 2,800 | D | \$65.91 | 156,715,604 | D | |
| Common Stock | 07/31/2003 | | S | | 3,400 | D | \$65.9 | 156,712,204 | D | |
| Common Stock | 07/31/2003 | | S | | 1,900 | D | \$65.87 | 156,710,304 | D | |
| Common Stock | 07/31/2003 | | S | | 2,500 | D | \$65.86 | 156,707,804 | D | |
| Common Stock | 07/31/2003 | | S | | 1,800 | D | \$65.85 | 156,706,004 | D | |
| Common Stock | 07/31/2003 | | S | | 4,600 | D | \$65.84 | 156,701,404 | D | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$65.81 | 156,700,804 | D | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$65.8 | 156,700,204 | D | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$65.79 | 156,699,604 | D | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$65.71 | 156,699,004 | D | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$65.63 | 156,698,404 | D | |
| Common Stock | 07/31/2003 | | S | | 1,300 | D | \$65.55 | 156,697,104 | D | |
| Common Stock | 07/31/2003 | | S | | 700 | D | \$65.49 | 156,696,404 | D | |
| Common Stock | 07/31/2003 | | S | | 600 | D | \$65.44 | 156,695,804 | 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 | | | | | |

Explanation of Responses:

Remarks:

David D. Biber, Secretary and 08/01/2003
Treasurer on behalf of Lilly
Endowment, Inc.

** 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.