FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549	
vvaoriirigiori,	D.O.	_0010	

STATEMENT OF	<b>CHANGES IN</b>	<b>BENEFICIAL</b>	<b>OWNERSHIP</b>

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>JACKSON JAMERE</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol ELI LILLY & Co [ LLY ]								k all app	,					
(Last)	(Fir	,	/liddle)		3. Date of Earliest Transaction (Month/Day/Year) 11/20/2023							Office below	er (give title		Other (s below)	specify			
LILLY C	ORPORAT	E CENTER			4. If A	Amend	ment,	Date o	f Origina	al File	d (Month/Da	y/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)					oplicable
(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	<u>Z</u> ip)		Rul	Rule 10b5-1(c) Transaction Indication													
I						Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Ir					suant to ). See In	a cont structio	a contract, instruction or written plan that is intended to struction 10.						
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	, or B	Benefi	iciall	y Own	ed			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da			Execution Date,		Date,			es Acquired (A) or Of (D) (Instr. 3, 4 an			nd Securities Beneficially Owned Following		Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
						Code	v	Amount	(A) (D)	or Pri	ce	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Common Stock 11/20			11/20/2	2023		A		335	A	\$5	597.6	7.6 8,794			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)	if any	emed ion Date, /Day/Year)	Code (Instr.		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	rities lired r osed ) : 3, 4	6. Date Exerc Expiration Da (Month/Day/Y		te	7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		De Se (In	Price of crivative curity estr. 5)	tive derivative ty Securities	ly O F O O O O O O O O O O O O O O O O O	10. 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	Amour or Number of Shares	er					

Explanation of Responses:

Remarks:

/s/ Jonathan Groff for Jamere Jackson, 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.

- $^{\star}$  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.