

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 | |
|--|-----------|
| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

| | | | |
|---|--|---|------------------------------------|
| 1. Name and Address of Reporting Person* <u>Bertozzi Carolyn R</u> <hr/> (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u> <hr/> (Street) <u>INDIANAPOLIS IN 46285</u> <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>02/10/2017</u> | 3. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI & CO [LLY]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below) | 10% Owner Other (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |

Explanation of Responses:

Remarks:

No securities are beneficially owned.

Tiffany R. Benjamin for Carolyn R. Bertozzi, 02/23/2017
authorization on file

** 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 5 (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.

Carolyn Bertozzi
Lilly Corporate Center
Indianapolis, Indiana 46285

Securities and Exchange Commission
Washington, D.C. 20549

AuthorizationRegardingReportingForms

I hereby authorize and designate the following persons to sign and file with the Commission on my behalf Forms 3, 4 and 5 (including any amendments thereto) covering

Michael J. Harrington, Lilly Corporate Center, Indianapolis, Indiana

Bronwen Mantlo, Lilly Corporate Center, Indianapolis, Indiana

Tiffany R. Benjamin, Lilly Corporate Center, Indianapolis, Indiana

This authorization and designation shall remain in effect until a written revocation is signed by me and provided to the Commission.

Date: February 15, 2017

/s/ Carolyn Bertozzi