FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-028								
Estimated average burden								
hours per response:	0.5							

	Check this box if no longer subject to								
١	Section 16. Form 4 or Form 5								
ı	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* TAI JACKSON P					2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>IAI JACKSON F</u>															ector	10	6 Owner	
(Last) (First) (Middle) LILLY CORPORATE CENTER					3. Date of Earliest Transaction (Month/Day/Year) 11/20/2017												er (specify ow)	
	Δ If	4. If Amendment, Date of Original Filed (Month/Day/Vear)									6 Individual or Joint/Group Filing (Check Applicable							
(0)					4. II Amendment, Date of Original Filed (Month/Day/Teal)									Line)				
(Street)														X For	m filed by One	e Reporting F	erson	
INDIANAPOLIS IN 46285															Form filed by More than One Reporting Person			
(St	ate) (Zip)																
	Tabl	e I - Noi	n-Deriva	ative	Sec	curitie	s Ac	quired,	Dis	posed o	f, or	Bene	eficia	ılly Owr	ed			
Date					Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, 4) Code (Instr. 5)				(A) or 3, 4 an	d Secu Bene Own	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect		
										Amount) or)	Price	Tran	saction(s)		(111511.4)	
Common Stock 11/			11/20/	2017		A		1,924		A	\$83.	18	50,899	D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	onversion Exercise rice of erivative ecurity Date (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year) 8)		Transa Code (8)	ansaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Date Expiration			Amour or Numbe of		ount		derivative Securities Beneficially Owned Following Reported	Ownersi Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)		
	CKSON (Fin CORPORAT APOLIS IN (St Stock 2. Conversion or Exercise Price of Derivative	(First) (CORPORATE CENTER APOLIS IN (State) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Note Security (Instr. 3) Stock Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deem Execution if any (Month/Day/Year) 1	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/D Month/D Stock 11/20 Table II - Derivati (e.g., pt Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) if any (Month/Day/Year)	(First) (Middle) (First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative S (e.g., puts, compore Exercise Price of Derivative (Month/Day/Year) 2. Table III - Derivative S (e.g., puts, compore Exercise Price of Derivative (Month/Day/Year) 3. D 4. If	(First) (Middle) (First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock 11/20/2017 Table II - Derivative Security (e.g., puts, calls (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (State) Table I - Non-Derivative Securities (Month/Day/Year) Stock 11/20/2017 Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (If any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If any (Month/Day/Year) 2. Object (A) (Instr. 8)	(First) (Middle) (First) (Middle) CORPORATE CENTER APOLIS IN 46285 (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 11/20/2017 Table II - Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Earliest Trans 11/20/2017 4. If Amendment, Date of Earliest Trans 11/20/2017 Table II - Non-Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	CKSON P (First) (Middle) CORPORATE CENTER 3. Date of Earliest Transaction (M 11/20/2017 4. If Amendment, Date of Original Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 11/20/2017 2A. Deemed Execution Date, if any (Month/Day/Year) Code (e.g., puts, calls, warrants, option 2. Transaction Code (instr. 8) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Apate Date Date Date Date Date	(First) (Middle) CORPORATE CENTER 3. Date of Earliest Transaction (Month/11/20/2017 4. If Amendment, Date of Original Filed APOLIS IN 46285 (State) (Zip) Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Dispode (e.g., puts, calls, warrants, options, comparison of Exercise Price of Derivative Security (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Dispode (e.g., puts, calls, warrants, options, comparison of Exercise Price of Derivative Security (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Dispode (e.g., puts, calls, warrants, options, comparison of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date	CKSON P (First) (Middle) CORPORATE CENTER 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2017 4. If Amendment, Date of Original Filed (Month/Day/Year) 11/20/2017 Table I - Non-Derivative Securities Acquired, Disposed of Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V Amount Date, if any (Month/Day/Year) (Date (ILIY) 3. Date of Earliest Transaction (Month/Day/Year) (M	CKSON P CKSO	CKSON P (First) (Middle) CORPORATE CENTER 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2017 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year) Part	(First) (Middle) CORPORATE CENTER 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Disposed of (D) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. 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Explanation of Responses:

Remarks:

Bronwen L. Mantlo for Jackson P. Tai, authorization on 11/21/2017 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 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.