

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* <u>LILLY ENDOWMENT INC</u> (Last) (First) (Middle) <u>2801 NORTH MERIDIAN STREET</u> (Street) <u>INDIANAPOLIS IN 46208-0068</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI & CO [LLY]</u> | 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) <u>05/17/2005</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 | | | |
| 31-Common Stock | 05/17/2005 | | S | | 5,000 | D | \$59.11 | 150,489,604 | D | |
| 32-Common Stock | 05/17/2005 | | S | | 3,600 | D | \$59.1 | 150,486,004 | D | |
| 33-Common Stock | 05/17/2005 | | S | | 3,000 | D | \$59.09 | 150,483,004 | D | |
| 34-Common Stock | 05/17/2005 | | S | | 5,900 | D | \$59.08 | 150,477,104 | D | |
| 35-Common Stock | 05/17/2005 | | S | | 6,000 | D | \$59.07 | 150,471,104 | D | |
| 36-Common Stock | 05/17/2005 | | S | | 5,900 | D | \$59.06 | 150,465,204 | D | |
| 37-Common Stock | 05/17/2005 | | S | | 2,800 | D | \$59.05 | 150,462,404 | D | |
| 38-Common Stock | 05/17/2005 | | S | | 3,000 | D | \$59.04 | 150,459,404 | D | |
| 39-Common Stock | 05/17/2005 | | S | | 3,900 | D | \$59.03 | 150,455,504 | D | |
| 40-Common Stock | 05/17/2005 | | S | | 3,800 | D | \$59.02 | 150,451,704 | D | |
| 41-Common Stock | 05/17/2005 | | S | | 1,100 | D | \$59.01 | 150,450,604 | D | |
| 42-Common Stock | 05/17/2005 | | S | | 4,800 | D | \$59 | 150,445,804 | D | |
| 43-Common Stock | 05/17/2005 | | S | | 2,000 | D | \$58.98 | 150,443,804 | D | |
| 44-Common Stock | 05/17/2005 | | S | | 3,000 | D | \$58.97 | 150,440,804 | D | |
| 45-Common Stock | 05/17/2005 | | S | | 2,000 | D | \$58.96 | 150,438,804 | D | |
| 46-Common Stock | 05/17/2005 | | S | | 1,000 | D | \$58.93 | 150,437,804 | D | |
| 47-Common Stock | 05/17/2005 | | S | | 1,000 | D | \$58.92 | 150,436,804 | D | |
| 48-Common Stock | 05/17/2005 | | S | | 1,000 | D | \$58.91 | 150,435,804 | 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:

This is the second of two Forms 4 filed by the Reporting Person on same date, May 18, 2005, representing transactions #31 through #48 of 48 total transactions.

by: /s/David D. Biber, Secretary
and Treasurer on behalf of 05/18/2005
Lilly Endowment, Inc.

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.