

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 46208-0068 (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) 09/02/2003	
		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			
61-Common Stock	09/02/2003		S		1,900	D	\$66.35	155,132,404	D	
62-Common Stock	09/02/2003		S		1,500	D	\$66.34	155,130,904	D	
63-Common Stock	09/02/2003		S		400	D	\$66.33	155,130,504	D	
64-Common Stock	09/02/2003		S		1,800	D	\$66.32	155,128,704	D	
65-Common Stock	09/02/2003		S		1,500	D	\$66.31	155,127,204	D	
66-Common Stock	09/02/2003		S		5,200	D	\$66.3	155,122,004	D	
67-Common Stock	09/02/2003		S		2,400	D	\$66.29	155,119,604	D	
68-Common Stock	09/02/2003		S		800	D	\$66.28	155,118,804	D	
69-Common Stock	09/02/2003		S		1,900	D	\$66.27	155,116,904	D	
70-Common Stock	09/02/2003		S		900	D	\$66.24	155,116,004	D	
71-Common Stock	09/02/2003		S		800	D	\$66.23	155,115,204	D	
72-Common Stock	09/02/2003		S		1,700	D	\$66.21	155,113,504	D	
73-Common Stock	09/02/2003		S		3,100	D	\$66.2	155,110,404	D	
74-Common Stock	09/02/2003		S		100	D	\$66.18	155,110,304	D	
75-Common Stock	09/02/2003		S		500	D	\$66.16	155,109,804	D	
76-Common Stock	09/02/2003		S		1,300	D	\$66.15	155,108,504	D	
77-Common Stock	09/02/2003		S		600	D	\$66.12	155,107,904	D	
78-Common Stock	09/02/2003		S		1,000	D	\$66.06	155,106,904	D	
79-Common Stock	09/02/2003		S		200	D	\$66.04	155,106,704	D	
80-Common Stock	09/02/2003		S		100	D	\$66.03	155,106,604	D	
81-Common Stock	09/02/2003		S		900	D	\$66.02	155,105,704	D	
82-Common Stock	09/02/2003		S		2,000	D	\$66.01	155,103,704	D	
83-Common Stock	09/02/2003		S		500	D	\$65.99	155,103,204	D	
84-Common Stock	09/02/2003		S		1,000	D	\$65.98	155,102,204	D	
85-Common Stock	09/02/2003		S		1,000	D	\$65.97	155,101,204	D	
86-Common Stock	09/02/2003		S		600	D	\$65.95	155,100,604	D	
87-Common Stock	09/02/2003		S		1,000	D	\$65.94	155,099,604	D	
88-Common Stock	09/02/2003		S		1,000	D	\$65.92	155,098,604	D	
89-Common Stock	09/02/2003		S		1,900	D	\$65.91	155,096,704	D	
90-Common Stock	09/02/2003		S		1,100	D	\$65.9	155,095,604	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 third of four Forms 4 filed by the Reporting Person on same date, September 3, 2003, representing transactions #61 through #90 of 116 total transactions.

by:/s/David D. Biber, Secretary
and Treasurer on behalf of 09/03/2003
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.