

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

## 144: Filer Information

Filer CIK 0000316011  
Filer CCC XXXXXXXXX  
Is this a LIVE or TEST Filing?  LIVE  TEST

### Submission Contact Information

Name  
Phone  
E-Mail Address

## 144: Issuer Information

Name of Issuer ELI LILLY AND CO  
SEC File Number 001-06351  
Address of Issuer 2801 NORTH MERIDIAN STREET  
INDIANAPOLIS  
INDIANA  
46208-0068  
Phone 3172762000  
Name of Person for Whose Account the Securities are To Be Sold LILLY ENDOWMENT INC

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer 10% Stockholder

## 144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock	Fidelity Capital Markets 640 Fifth Avenue New York NY 10019	210000	117589500	949295173	09/07/2023	NYSE, NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

## 144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
--------------------	-------------------	-----------------------------------	-----------------------------------	-----------------	---------------------	-------------------------------	-----------------	---------------------



\* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

## 144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/15/2023	27353	12422241.86
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/16/2023	25015	11394287.47
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/20/2023	34156	15509590.64
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/21/2023	31454	14284308.82
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/22/2023	107022	49153556.46
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/28/2023	11760	5473169.86
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/29/2023	44115	20517145.37
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	06/30/2023	164125	76744357.63
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	07/21/2023	591	275772.77
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/08/2023	204409	107056413.35
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/09/2023	123961	65554270.84
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/10/2023	3000	1584405.00
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/11/2023	83039	43886427.05
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/14/2023	164778	88829199.83
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/15/2023	50222	27306741.00

Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/23/2023 1307	726284.48
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/24/2023 20992	11645028.61
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/25/2023 63572	35243229.72
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/28/2023 37660	20868147.90
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/29/2023 28747	15928689.70
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/30/2023 6181	3432415.61
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	08/31/2023 46541	25821603.03

## 144: Remarks and Signature

Remarks

Date of Notice 09/07/2023

**ATTENTION:**

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Diane M. Stenson, Vice President & Treasurer

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**