FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL

OMB Number: 3235-028

OMB Number: 3235-0287
Estimated average burden

obligations may continue. See Instruction 1(b).			nt to Section 16(a) oction 30(h) of the In					34	<u> </u>	hours	per response:	0.5
1. Name and Address of Reporting Pe			er Name and Ticke LY ELI & CC			Symbol			ationship of Re k all applicable Director		g Person(s) to Is	
(Last) (First) 2801 NORTH MERIDIAN STR	(Middle)		e of Earliest Transa 5/2004	ction (N	lonth/[Day/Year)			Officer (given	e title	Other below	(specify)
(Street) INDIANAPOLIS IN (City) (State)	46208-006 (Zip)		mendment, Date of	Origina	Filed	(Month/Day/\	⁄ear)	6. Indi Line) X	Form filed	by One	Filing (Check A Reporting Pers te than One Rep	son
		Dorivativa S	Securities Acq	uirad	Die	nacad of	or Bon	oficially	Owned			
1. Title of Security (Instr. 3)	2	2. Transaction Date (Month/Day/Year)	ion 2A. Deemed Execution Date, if any		3. 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			(A) or) or 5. Amount of		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	Transaction(s (Instr. 3 and 4			(1113411 4)
31-Common Stock		04/26/2004		S		3,200	D	\$73.25	153,537,1	104	D	
32-Common Stock		04/26/2004		S		7,200	D	\$73.24	153,529,9	904	D	
33-Common Stock		04/26/2004		S		800	D	\$73.22	153,529,1	104	D	
34-Common Stock		04/26/2004		S		4,100	D	\$73.21	153,525,0	004	D	
				-					1			
35-Common Stock		04/26/2004		S		5,900	D	\$73.2	153,519,1	104	D	
35-Common Stock 36-Common Stock		04/26/2004		S S		5,900 1,200	D D	\$73.2 \$73.19	153,519,5 153,517,9		D D	

32-Common Stock	04/26/2004	S	7,200	D	\$73.24	153,529,904	D	
33-Common Stock	04/26/2004	S	800	D	\$73.22	153,529,104	D	
34-Common Stock	04/26/2004	S	4,100	D	\$73.21	153,525,004	D	
35-Common Stock	04/26/2004	S	5,900	D	\$73.2	153,519,104	D	
36-Common Stock	04/26/2004	S	1,200	D	\$73.19	153,517,904	D	
37-Common Stock	04/26/2004	S	1,600	D	\$73.18	153,516,304	D	
38-Common Stock	04/26/2004	S	1,800	D	\$73.17	153,514,504	D	
39-Common Stock	04/26/2004	S	3,900	D	\$73.16	153,510,604	D	
40-Common Stock	04/26/2004	S	3,700	D	\$73.15	153,506,904	D	
41-Common Stock	04/26/2004	S	1,200	D	\$73.14	153,505,704	D	
42-Common Stock	04/26/2004	S	1,800	D	\$73.13	153,503,904	D	
43-Common Stock	04/26/2004	S	4,900	D	\$73.11	153,499,004	D	
44-Common Stock	04/26/2004	S	4,500	D	\$73.1	153,494,504	D	
45-Common Stock	04/26/2004	S	4,100	D	\$73.07	153,490,404	D	
46-Common Stock	04/26/2004	S	1,200	D	\$73.04	153,489,204	D	
47-Common Stock	04/26/2004	S	1,200	D	\$72.99	153,488,004	D	
48-Common Stock	04/26/2004	S	1,200	D	\$72.98	153,486,804	D	
49-Common Stock	04/26/2004	S	1,200	D	\$72.94	153,485,604	D	
50-Common Stock	04/26/2004	S	1,200	D	\$72.9	153,484,404	D	
51-Common Stock	04/26/2004	S	2,300	D	\$72.88	153,482,104	D	
52-Common Stock	04/26/2004	S	100	D	\$72.87	153,482,004	D	
53-Common Stock	04/26/2004	S	1,200	D	\$72.86	153,480,804	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. Transic Date (Month/E

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)

		Та	ble II - Deriva (e.g., p	1			uired, Disp s, options,		le sec	ı or	y Owned			
1. Title of Derivative	2. Conversion	3. Transaction Date estimates	3A. Deemed Execution Date, if any	Code Transa Code ((5A)Num(10a) of Derivative	Expiration D	isDattle and ate			8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
(Instr. 3) Remarks	Price of Derivative		(Month/Day/Year)	8)	`	Securities Acquired		ŕ	Underl Deriva	ying tive	(Instr. 5)	Beneficially Owned	Direct (D) or Indirect	Ownership (Instr. 4)
This is the sec	co sec uritw o Foi	rms 4 filed by the Re	porting Person on sar	ne date,	April 2	7 (A) 04, rep Disposed of (D) (Instr. 3, 4 and 5)	resenting transact	<u>b</u> y	:/s/Dav	y finatia3 _{tr} vid D. Bil surer on b	<u>oer, Secret</u>	Following Reported aryansaction(s) 04/27/200	(I) (Instr. 4)	
							,			<u>lowment,</u> e of Repor	Inc. ing Person	Date		
* If the form	is filed by mo	e than one reportir	class of securities g person, see Instr	uction 4	(b)(v)					Amount or				
** Intentiona Note: File th	I misstatemer ree copies of	ts or omissions of this Form, one of w	acts constitute Fed hich must be manu	eralCri a dbas ėg	minal \ n e d. If :	/iolations S ទ ុង្ស e ទ េស្វ	See 18 U.S.C. 1 Date Sufficientisand	001 and 15 l Expiration ns ក្រុម្ពស្ង ion 6 f	J.S.C. 76 or ⊤pne ce	of dshares				

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