

-----  
OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)\*

LIGAND PHARMACEUTICALS INCORPORATED

-----  
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE

-----  
(Title of Class of Securities)

53220K207

-----  
(CUSIP Number)

October 3, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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 CONTROL  
NUMBER.

SEC 1745 (12-02)

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Eli Lilly and Company  
35-0470950

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [ ]  
(b) [ ]  
Not Applicable

3. SEC Use Only

4. Citizenship or Place of Organization  
Indiana

|              |                             |
|--------------|-----------------------------|
| Number of    | 5. Sole Voting Power        |
| Shares       | 2,849,964                   |
| Beneficially | 6. Shared Voting Power      |
| Owned by     | None                        |
| Each         | 7. Sole Dispositive Power   |
| Reporting    | 2,849,964                   |
| Person With: | 8. Shared Dispositive Power |
|              | None                        |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,849,964

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
Not Applicable

11. Percent of Class Represented by Amount in Row (9)  
3.99%

12. Type of Reporting Person (See Instructions)  
CO

Item 1(a). Name of Issuer:  
Ligand Pharmaceuticals Incorporated

Item 1(b). Address of Issuer's Principal  
Executive Offices:  
10275 Science Center Drive  
San Diego, CA 92121

Item 2(a). Name of Person Filing:  
Eli Lilly and Company

Item 2(b). Address of Principal Business  
Office or, if None, Residence:  
Lilly Corporate Center  
Indianapolis, IN 46285

Item 2(c). Citizenship:  
Indiana

Item 2(d). Title of Class of Securities:  
Common Stock, \$.001 Par Value

Item 2(e). CUSIP Number:  
53220K207

Item 3. If this statement is filed pursuant to Rule  
13d-1(b), or 13d-2(b) or (c), check whether the  
person filing is a:

(a)-(j) Not applicable

If this statement is filed pursuant to Rule 13d-1(c),  
check this box. [ X ]

Item 4. Ownership.  
(a) Amount Beneficially Owned:  
2,849,964

- (b) Percent of Class:  
3.99% (based on outstanding shares at  
October 31, 2002)
- (c) Number of shares as to which the person has:
- |                          |           |
|--------------------------|-----------|
| Sole voting power        | 2,849,964 |
| Shared voting power      | None      |
| Sole dispositive power   | 2,849,964 |
| Shared dispositive power | None      |

Item 5. Ownership of Five Percent or Less of a Class. [ X ]

Item 6. Ownership of More Than Five Percent on Behalf of  
Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary  
which Acquired the Security Being Reported on by the  
Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the  
Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certifications.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ELI LILLY AND COMPANY

By: /s/ Charles E. Golden

-----  
Charles E. Golden  
Executive Vice President and  
Chief Financial Officer

Date: February 13, 2003