

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 COMPANY  
SEC File Number 001-06351  
LILLY CORPORATE CTR  
DROP CODE 1094  
Address of Issuer INDIANAPOLIS  
INDIANA  
46285  
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	305000	323208500	945383757	11/24/2025	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	Is this	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
--------------------	-------------------	-----------------------------------	---------------------	---------	---------------------	-------------------------------	-----------------	---------------------

	Whom Acquired	a Gift?			
Common Stock 02/10/1948 Gift	J.K. Lilly Sr. Trust	<input checked="" type="checkbox"/>	01/21/1937	38400000	N/A

\* 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	09/18/2025	106626	81531976.08
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	09/19/2025	23665	18058631.34
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	09/30/2025	113694	86793237.85
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/01/2025	351015	284653451.48
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/02/2025	112596	92503333.88
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/03/2025	192404	161220391.07
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/06/2025	161183	137041671.11
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/07/2025	26795	22722390.44
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/08/2025	101420	86234870.22
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/09/2025	10602	9038053.39
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/10/2025	3658	3157720.58
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	10/31/2025	301342	260164971.74
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/03/2025	300000	266648940
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/04/2025	526	479037.98

Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/05/2025 219474	205565537.57
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/10/2025 16869	16405396.02
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/11/2025 283131	279347662.01
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/12/2025 305000	308411211.50
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/13/2025 46606	48016092.49
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/14/2025 178295	183799037.97
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/17/2025 9886	10189272.82
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/18/2025 60213	62306973.31
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/19/2025 167526	176098740.99
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/20/2025 37148	39067110.26
Lilly Endowment Inc. 2801 North Meridian Street Indianapolis IN 46208	Eli Lilly and Company Common Stock	11/21/2025 105326	111504096.65

## 144: Remarks and Signature

Remarks

Date of Notice 11/24/2025

**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 and Treasurer

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