FORM 4

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549	
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Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL	OWNERSHIP
to Section 10. Form 4 of Form 5		

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Code (Instr. 4) Common Stock Common Stock Code (Instr. 4)	Name and Address of Reporting Person* Sulzberger Gabrielle					2. Issuer Name and Ticker or Trading Symbol ELI LILLY & Co [LLY]										ationship call app Direc	,	ng Pei	rson(s) to Is		
City State City State City	` ′	`	,	Middle)																	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Mon	INDIANAPOLIS IN 46285 (City) (State) (Zip)														ine) X	Form filed by One Reporting Person Form filed by More than One Reporting Person				on	
Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 3) Code (Instr. 4) Code (Instr. 5) Code (Instr. 4) Code (Instr. 5) Code (Instr. 4)			Table	I - INC	n-Deriva	uive	Secui	nues	ACC	uirea	, DIS	posea oi	, or E	senend	Hally	Own	eu				
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Explanation of Responses:

1. At the election of the reporting person, the shares acquired pursuant to this filing have been deferred in lieu of cash compensation as stock units under the Lilly Directors' Deferral Plan and will be settled in shares of common stock following the reporting person's separation from service.

Remarks:

/s/ Jonathan Groff for Gabrielle Sulzberger, pursuant 02/22/2023 to authorization on file

** 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.