FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL								
OMB Number:	3235-0104							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						,	estinent company Act of 1340					
Hedley Mary Lynne			Statemen	2. Date of Event Requiring Statement (Month/Day/Year) 55/15/2022 3. Issuer Name and Ticker or Trading Symbol ELI LILLY & Co [LLY]								
(Last)	(First)	(Middle)				Relationship of Reporting Person(s) to Issuer				5. If Amendment, Date of Original Filed (Month/Day/Year)		
LILLY CORPORATE CENTER					Ι'	applicable)						
DC1094						X	Director	10% Owner		6. Inc	dividual or Joint/Grou	up Filing (Check Applicable Line)
							Officer (give title below)	Other (specif	/ below))	Form filed by C	one Reporting Person
(Street) INDIANAPOLIS	IN	46225									Form filed by M	fore than One Reporting Person
INDIANAPOLIS	IIN	40223										
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
				2. Amount Owned (Ins	of Securities Beneficially str. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Natu	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underly Security (Instr. 4)		ying Derivative	4. Conver or Exer	cise	5. Ownership Form: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Amount or Deriva		Derivat Securit	vative				

Explanation of Responses:

Remarks:

No securities are beneficially owned.

/s/ Jonathan Groff for Mary Lynne Hedley, pursuant to the attached

** Signature of Reporting Person

05/16/2022

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

^{*} If the form is filed by more than one reporting person, see Instruction 5 (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).

LIMITED POWER OF ATTORNEY

For Managing Form ID and Executing Forms 3, 4 and 5

I hereby authorize and designate (i) Anat Hakim, Lilly Corporate Center, Indianapolis, Indiana, (ii) Christopher Anderson, Lilly Corporate Center, Indianapolis, Indiana, (iii) Christopher Anderson, Lilly Corporate Center, Indianapolis, Indianapoli

- 1. As applicable, prepare, execute in my name and on my behalf, and submit to the United States Securities and Exchange Commission (the "SE
- 2. Sign and file with the SEC on my behalf Forms 3, 4 and 5 (including any amendments thereto.)

The undersigned hereby agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at my direct this authorization and designation shall remain in effect until a written revocation is signed by me and provided to Eli Lilly and Company and IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of the date written below.

Date: May 2, 2022

/s/ Mary Lynne Hedley Mary Lynne Hedley