

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* LILLY ENDOWMENT INC (Last) (First) (Middle) 2801 NORTH MERIDIAN STREET (Street) INDIANAPOLIS IN 46208-0068 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2008	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
61-Common Stock	08/22/2008		S		900	D	\$47.95	136,312,004	D	
62-Common Stock	08/22/2008		S		1,000	D	\$47.96	136,311,004	D	
63-Common Stock	08/22/2008		S		200	D	\$47.97	136,310,804	D	
64-Common Stock	08/22/2008		S		500	D	\$47.97	136,310,304	D	
65-Common Stock	08/22/2008		S		300	D	\$47.98	136,310,004	D	
66-Common Stock	08/22/2008		S		2,100	D	\$47.98	136,307,904	D	
67-Common Stock	08/22/2008		S		4,500	D	\$47.99	136,303,404	D	
68-Common Stock	08/22/2008		S		100	D	\$48	136,303,304	D	
69-Common Stock	08/22/2008		S		8,200	D	\$48	136,295,104	D	
70-Common Stock	08/22/2008		S		200	D	\$48.01	136,294,904	D	
71-Common Stock	08/22/2008		S		5,000	D	\$48.01	136,289,904	D	
72-Common Stock	08/22/2008		S		100	D	\$48.02	136,289,804	D	
73-Common Stock	08/22/2008		S		3,700	D	\$48.02	136,286,104	D	
74-Common Stock	08/22/2008		S		200	D	\$48.03	136,285,904	D	
75-Common Stock	08/22/2008		S		9,200	D	\$48.03	136,276,704	D	
76-Common Stock	08/22/2008		S		200	D	\$48.04	136,276,504	D	
77-Common Stock	08/22/2008		S		4,300	D	\$48.04	136,272,204	D	
78-Common Stock	08/22/2008		S		200	D	\$48.05	136,272,004	D	
79-Common Stock	08/22/2008		S		6,700	D	\$48.05	136,265,304	D	
80-Common Stock	08/22/2008		S		900	D	\$48.06	136,264,404	D	
81-Common Stock	08/22/2008		S		500	D	\$48.06	136,263,904	D	
82-Common Stock	08/22/2008		S		4,900	D	\$48.06	136,259,004	D	
83-Common Stock	08/22/2008		S		800	D	\$48.07	136,258,204	D	
84-Common Stock	08/22/2008		S		1,300	D	\$48.07	136,256,904	D	
85-Common Stock	08/22/2008		S		500	D	\$48.08	136,256,404	D	
86-Common Stock	08/22/2008		S		2,200	D	\$48.08	136,254,204	D	
87-Common Stock	08/22/2008		S		100	D	\$48.09	136,254,104	D	
88-Common Stock	08/22/2008		S		1,300	D	\$48.09	136,252,804	D	
89-Common Stock	08/22/2008		S		600	D	\$48.1	136,252,204	D	
90-Common Stock	08/22/2008		S		1,600	D	\$48.1	136,250,604	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. 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

Remarks:

This is the third of four Forms 4 filed by the Reporting Person on the same date, August 25, 2008, representing transactions #61 through #90 of 96 total transactions. All per share price figures are rounded to the next highest cent.

[by:/s/Diane M. Stenson,](#)
[Treasurer on behalf of Lilly Endowment, Inc.](#) [08/25/2008](#)

** 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.