

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amendment No. 1

Synaptic Pharmaceutical Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

87156R 10 9  
(CUSIP Number)

Check the following box if a fee is being paid with the statement ( ) (A fee is not required only if

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the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*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 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).

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CUSIP No. 87156R 10 9

(1) Name of Reporting Person: Eli Lilly and Company  
S.S. or I.R.S. Identification 35-0470950  
No. of Above Person

(2) Check the Appropriate Box (a) ( )  
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if a Member of a Group (b) ( )  
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Not Applicable

(3) SEC Use Only

(4) Citizenship or Place of Organization Indiana

Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power None  
(6) Shared Voting Power None  
(7) Sole Dispositive Power None  
(8) Shared Dispositive Power None

(9) Aggregate Amount Beneficially Owned by Each Reporting Person	None
(10) Check if the Aggregate Amount In Row (9) Excludes Certain Shares	Not Applicable
(11) Percent of Class Represented by Amount in Row (9)	-0-
(12) Type of Reporting Person	CO

Item 1(a).	Name of Issuer  Synaptic Pharmaceutical Corporation
Item 1(b).	Address of Issuer's Principal Executive Offices  215 College Road Paramus, NJ 07652
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
Item 2(e).	CUSIP No.  87156R 10 9
Item 3.	Status of Filer Under Rules 13d-1(b) or 13d-2(b)  Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned

-0-

(b) Percent of Class

-0-

(c) Voting and Dispositive Power

Sole voting power	None
Shared voting power	None
Sole dispositive power	None
Shared dispositive power	None

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ( X )

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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. Certification

Not applicable

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:

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Edwin W. Miller  
Vice President and  
Treasurer

Date: February 11, 1997