

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) 02/26/2004	
		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			
1-Common Stock	02/26/2004		S		6,000	D	\$73.6	153,994,804	D	
2-Common Stock	02/26/2004		S		800	D	\$73.57	153,994,004	D	
3-Common Stock	02/26/2004		S		400	D	\$73.56	153,993,604	D	
4-Common Stock	02/26/2004		S		2,000	D	\$73.55	153,991,604	D	
5-Common Stock	02/26/2004		S		1,400	D	\$73.54	153,990,204	D	
6-Common Stock	02/26/2004		S		2,800	D	\$73.53	153,987,404	D	
7-Common Stock	02/26/2004		S		13,200	D	\$73.52	153,974,204	D	
8-Common Stock	02/26/2004		S		11,900	D	\$73.51	153,962,304	D	
9-Common Stock	02/26/2004		S		4,500	D	\$73.5	153,957,804	D	
10-Common Stock	02/26/2004		S		7,500	D	\$73.49	153,950,304	D	
11-Common Stock	02/26/2004		S		600	D	\$73.47	153,949,704	D	
12-Common Stock	02/26/2004		S		2,600	D	\$73.46	153,947,104	D	
13-Common Stock	02/26/2004		S		9,000	D	\$73.45	153,938,104	D	
14-Common Stock	02/26/2004		S		2,800	D	\$73.44	153,935,304	D	
15-Common Stock	02/26/2004		S		1,000	D	\$73.43	153,934,304	D	
16-Common Stock	02/26/2004		S		1,300	D	\$73.42	153,933,004	D	
17-Common Stock	02/26/2004		S		8,300	D	\$73.41	153,924,704	D	
18-Common Stock	02/26/2004		S		5,600	D	\$73.4	153,919,104	D	
19-Common Stock	02/26/2004		S		2,700	D	\$73.39	153,916,404	D	
20-Common Stock	02/26/2004		S		7,300	D	\$73.38	153,909,104	D	
21-Common Stock	02/26/2004		S		3,500	D	\$73.37	153,905,604	D	
22-Common Stock	02/26/2004		S		6,900	D	\$73.36	153,898,704	D	
23-Common Stock	02/26/2004		S		2,800	D	\$73.31	153,895,904	D	
24-Common Stock	02/26/2004		S		1,400	D	\$73.3	153,894,504	D	
25-Common Stock	02/26/2004		S		4,100	D	\$73.25	153,890,404	D	
26-Common Stock	02/26/2004		S		1,400	D	\$73.21	153,889,004	D	
27-Common Stock	02/26/2004		S		1,400	D	\$73.19	153,887,604	D	
28-Common Stock	02/26/2004		S		800	D	\$73.11	153,886,804	D	
29-Common Stock	02/26/2004		S		100	D	\$73.08	153,886,704	D	
30-Common Stock	02/26/2004		S		2,800	D	\$73.06	153,883,904	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 first of two Forms 4 filed by the Reporting Person on same date, February 27, 2004, representing transactions #1 through #30 of 33 total transactions.

by:/s/David D. Biber, Secretary
and Treasurer on behalf of 02/27/2004
Lilly Endowment, Inc.

** 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.