FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response	. 0.5							

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] Zulueta Alfonso G		uer Name and Tick LILLY & Co		Symbol	(Check	tionship of Reporti all applicable) Director Officer (give title	10% 0				
(Last) (First) (Middle) LILLY CORPORATE CENTER		te of Earliest Transa 6/2020	action (Month/	Day/Year)	X	(specify) []					
(Street)	4. If A	Amendment, Date of	f Original Filed	l (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Grou	p Filing (Check	Applicable			
INDIANAPOLIS IN 46285					X	Form filed by On	e Reporting Per	son			
(City) (State) (Zip)						Form filed by Mo Person	re than One Re	porting			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date.	3. Transaction	4. Securities Acquired (A Disposed Of (D) (Instr. 3.		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			

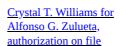
	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		Disposed Of 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
					Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/16/2020		S ⁽¹⁾		7,000	D	\$1 <mark>60</mark>	39,646	D	
Common Stock	06/16/2020		S ⁽¹⁾		10,000	D	\$1 <mark>65</mark>	29,646	D	
Common Stock								4,629	I	401(k)

 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. Transa Code (8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 6, 2020 and amended on June 11, 2020.



06/17/2020

** 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.