SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

Ricks David A

(Last) (First) (Middle)

LILLY CORPORATE CENTER

(Street)

INDIANAPOLIS IN 46285

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

ELI LILLY & Co [LLY]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

11/03/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☑ Director ☐ 10% Owner

☑ Officer (give title below) ☐ Other (specify below)

President, Chair, and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ 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			
Common Stock	11/03/2026		G		23,538	D	$0	555,278.097	D(1)	
Common Stock								4,574	I(2)(3)	By David A. Ricks 2025 GRAT
Common Stock								49,127	I(2)(4)	By David A. Ricks 2022 GRAT
Common Stock								300	I(2)	By Trust
Common Stock								68,656	I(2)	By David A. Ricks SLAT
Common Stock								7,337.54	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. 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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The amount reported includes (i) 4,990 shares of Eli Lilly and Company common stock transferred to the reporting person on May 14, 2026 as an annuity payment from the 2022 GRAT and (ii) 2,111 shares of Eli Lilly and Company common stock transferred to the reporting person on September 18, 2026 as an annuity payment from the 2025 GRAT, each a Grantor Retained Annuity Trust of which the reporting person is the trustee and each paid in accordance with its terms.

2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

3. On September 18, 2026, 2,111 shares of Eli Lilly and Company common stock were transferred to the reporting person as an annuity payment in accordance with the terms of the Grantor Retained Annuity Trust, of which the reporting person is the trustee.

4. On May 14, 2026, 4,990 shares of Eli Lilly and Company common stock were transferred to the reporting person as an annuity payment in accordance with the terms of the Grantor Retained Annuity Trust, of which the reporting person is the trustee.

Remarks:

/s/ Jonathan Groff for David 11/04/2026

A. Ricks, pursuant to authorization on file

** 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.