

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Mahony Susan</u>  (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u>  (Street) <u>INDIANAPOLIS IN 46285</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/01/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>LILLY ELI &amp; CO [ LLY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <u>Senior VP, Human Resources</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,534	D	
Common Stock	251	I	401(k)
Common Stock	280	I	401(k) - by husband

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee stock option 10/01 (right to buy)	10/03/2003	10/04/2011	Common Stock 4,250	79.28	D	
Employee stock option 10/01 (right to buy)	10/03/2003	10/04/2011	Common Stock 1,100	79.28	I	by husband
Employee stock option 10/99 (right to buy)	10/18/2002	10/16/2009	Common Stock 2,200	66.375	I	by husband
Employee stock option 2/01 (right to buy)	02/20/2004	02/18/2011	Common Stock 4,300	73.98	D	
Employee stock option 2/01 (right to buy)	02/20/2004	02/18/2011	Common Stock 2,550	73.98	I	by husband
Employee stock option 2/02 (right to buy)	02/18/2005	02/17/2012	Common Stock 2,350	75.92	I	by husband
Employee stock option 2/02 (right to buy)	02/18/2005	02/17/2012	Common Stock 8,500	75.92	D	
Employee stock option 2/03 (right to buy)	02/16/2006	02/15/2013	Common Stock 10,300	57.85	D	
Employee stock option 2/03 (right to buy)	02/16/2006	02/15/2013	Common Stock 2,350	57.85	I	by husband
Employee stock option 2/04 (right to buy)	02/19/2007	02/14/2014	Common Stock 9,000	73.11	D	
Employee stock option 2/04 (right to buy)	02/19/2007	02/14/2014	Common Stock 3,700	73.11	I	by husband
Employee stock option 2/05 (right to buy)	02/11/2008	02/10/2015	Common Stock 1,065	55.65	I	by husband
Employee stock option 2/05 (right to buy)	02/11/2008	02/10/2015	Common Stock 8,521	55.65	D	
Employee stock option 2/06 (right to buy)	02/10/2009	02/09/2016	Common Stock 9,036	56.18	D	
Employee stock option 2/06 (right to buy)	02/10/2009	02/09/2016	Common Stock 1,175	56.18	I	by husband

Explanation of Responses:

Remarks:

Susan Mahony

05/06/2009

\*\* 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 5 (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.

Susan Mahony  
Lilly Corporate Center  
Indianapolis, Indiana 46285

Securities and Exchange Commission  
Washington, D.C. 20549

Authorization Regarding Reporting Forms

I hereby authorize and designate the following persons to sign and file with the Commission on my behalf Forms 3, 4, and 5 covering my transactions and holdings in the common stock and other equity securities of Eli Lilly and Company as required by Section 16 of the Securities Exchange Act of 1934 and the rules thereunder:

Robert A. Armitage, Lilly Corporate Center, Indianapolis, Indiana  
James B. Lootens, Lilly Corporate Center, Indianapolis, Indiana  
Bronwen L. Mantlo, Lilly Corporate Center, Indianapolis, Indiana

This authorization and designation shall remain in effect until a written revocation is signed by me and provided to the Commission.

Susan Mahony

May 4, 2009