FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Section 16. F	ox if no longer suform 4 or Form 5 ay continue. See b).	i	STAT

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person*     TAUREL SIDNEY					l. Issuer Name <b>and</b> LILLY ELI &	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner						ner						
(Last) (First) (Middle) LILLY CORPORATE CENTER						3. Date of Earliest Tr 1/04/2003	ransacti	on (M	onth/Day/Year	X Officer (give title below) Other (specify below)  Chairman, President and CEO					, I			
(Street) INDIANAPOLIS IN 46285				4	. If Amendment, Da	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting												
(City)	(S	tate)	(Zip)										Person					
		Tab	le I -	Non-Deriv	ati	ve Securities	Acqui	ired,	Disposed	of, or	Benefi	cia	lly Owned					
1. Title of S	Security (Inst	tr. 3)		2. Transaction Date (Month/Day/Y		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code 8)		4. Securities Disposed Of	Acquired (D) (Inst	d (A) or r. 3, 4 and	5)	5. Amount of Securities Beneficially Owned Follow Reported	wing	6. Owners Form: Dir (D) or Indi (I) (Instr. 4	ect irect 1)	7. Nati Indired Benefi Owner (Instr.	ct icial rship
							Code	v	Amount	(A) or (D)	Price		Transaction(s (Instr. 3 and 4	s) 4)				
Common	Stock			02/13/200	3	02/13/2003	G		2,345	D	\$0		459,279	9	D			
Common	Stock			03/25/200	3	03/25/2003	G		700	D	\$0		458,579	9	D			
Common	Stock			05/13/200	3	05/13/2003	G		40	D	\$0		458,539	9	D			
Common	Stock			11/04/200	3	11/04/2003	M		80,000	A	\$14.65	75	538,539	9	D			
Common	Stock			11/04/200	3	11/04/2003	M		4,272	Α	\$23.40	75	542,81	1	D			
Common	Stock			11/04/200	3	11/04/2003	M		2,890	A	\$34.59	95	545,70	1	D			
Common	Stock												14,379	)	I		401(l	k) Plan
Common	Stock												1,290		I		by ch Taure	nild, A. el
Common	Stock												1,290		I		by ch Taure	nild, O.
Common	Stock												1,290		I		by ch	nild, P.
Common	Stock												95,623	1	<b>I</b> <sup>(1)</sup>		Fami Limi Partn	· .
Common	Stock												20,500	)	<b>I</b> <sup>(2)</sup>		Fami Limi Partn	
Common	Stock												4,399		I <sup>(3)</sup>	- 1	GRA 4	T 00.8-
Common	Stock												18,608	3	<b>I</b> (3)		GRA	T 01-3
Common	Stock												56,576	;	I(3)	- 1	GRA 4	Т 2002-
Common Stock											30,768		I(3)		S. Taurel Family Invest. GRAT			
		-	Table			e Securities A							y Owned					
1. Title of Derivative Security (Instr. 3)	1. Title of 2. Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any		I. Trans	saction of Derivative Securities Acquired (A) or Disposed of (D) (Ins 3, 4 and 5)	6. Date Expiration (Month/Date is str.		rercisable and	7. Titl of Se Unde Deriv	7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivative Security	deriva Secur Bene Owne Follor Repo	rities ficially ed wing rted action(s)	tive ties Cially cially ding tied (I) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)		

1. Title of Derivative Security	or Exercise	3. Transaction Date	3A. Deemed Execution Date, if any	code V Transaction Code (Instr.		(A)Nu(DD)er of Derivative			CONVERTION Expiration is Datable and ite	Titletle and of Securit Underlying	ritinas)r of Simacesnt es	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	8)		Acq (A) ( Disp of (I	urities uired or oosed O) (Instr. and 5)			Derivative Security (Instr. 3 and 4)		(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	,	(A)	(D)	Date Expiration		Title	Amount or Number of Shares				
Employee stock option (right to buy)	\$14.6575	11/04/2003	11/04/2003	M	•	( )	80,000	10/17/1997	10/15/2004	Common Stock	80,000	(4)	80,000	D	
Employee stock option (right to buy)	\$23.4075	11/04/2003	11/04/2003	М			4,272	10/16/1998	10/14/2005	Common Stock	4,272	(4)	295,728	D	
Employee stock option (right to buy)	\$34.595	11/04/2003	11/04/2003	М			2,890	10/21/1999	10/20/2006	Common Stock	2,890	(4)	147,110	D	

## **Explanation of Responses:**

- 1. Held by Family Limited Partnership 1 in which reporting person is sole general partner. Reporting person's wife and children own limited partnership interests, and reporting person disclaims beneficial ownership in the shares held by the partnership except to the extent of his pecuniary interest therein.
- 2. Held by Family Limited Partnership 2 in which an LLC controlled by the reporting person is the sole general partner and the reporting person is the sole limited partner. Reporting person's wife and children own limited partnership interests in Family Limited Partnership 1, and reporting person disclaims beneficial ownership in the shares held by the partnership except to the extent of his pecuniary interest therein.
- 3. Grantor retained annuity trust established by reporting person. Reporting person is trustee.
- 4. Not applicable to the exercise of this employee stock option.

## Remarks:

Bronwen Mantlo for Sidney
Taurel, authorization on file

11/06/2003

\*\* 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).

 $Note: File \ three \ copies \ of \ this \ Form, \ one \ of \ which \ must \ be \ manually \ signed. \ If \ space \ is \ insufficient, \ see \ Instruction \ 6 \ for \ procedure.$ 

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