

LILLY ELI & CO
Form 4
October 31, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LECHLEITER JOHN C

(Last) (First) (Middle)

LILLY CORPORATE CENTER

(Street)

INDIANAPOLIS, IN 46285

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LILLY ELI & CO [LLY]

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2014

4. If Amendment, Date 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)
Chairman, President 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/03/2014		G	V 17,215 D \$ 0	541,929	D	
Common Stock	03/13/2014		G	V 433 D \$ 0	541,496	D	
Common Stock	04/30/2014		G	V 435 D \$ 0	541,061	D	
Common Stock	06/05/2014		G	V 6,475 D \$ 0	534,586	D	
Common Stock	06/09/2014		G	V 620 D \$ 0	533,966	D	

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Common Stock	08/07/2014	G	V	470	D	\$ 0	533,496	D	
Common Stock	09/12/2014	G	V	12,631	D	\$ 0	520,865	D	
Common Stock	10/29/2014	M		127,811	A	\$ 55.65	648,676	D	
Common Stock	10/29/2014	F		118,097	D	\$ 64.83	530,579	D	
Common Stock	08/07/2014	G	V	470	D	\$ 0	50,046	I	by wife ⁽¹⁾
Common Stock							72,140	I	The John C. Lechleiter Spouse and Descendants Trust dtd 11/1/12 ⁽²⁾
Common Stock							22,589	I	by family limited partnership ⁽³⁾
Common Stock							19,916	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option (right to buy)	\$ 55.65	10/29/2014		M	127,811	02/11/2008 02/10/2015	Common Stock	127,811	

