LILLY ELI & CO Form 4 July 30, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Tapiero Jacques	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	LILLY ELI & CO [LLY]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
LILLY CORPORATE CENTER	(Month/Day/Year) 07/29/2013	Director 10% Owner _X_ Officer (give title Other (specify below) SVP&Pres., Emerging Markets			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
INDIANAPOLIS, IN 46285	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
INDIANAFOLIS, IN 40203		Person			

(City)	(State)	(Zip) Table	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)
Common Stock	07/29/2013		S	7,500	D	\$ 53.74	33,302	D	
Common Stock							18,115	I (1)	by wife
Common Stock							2,866	I	401(k)

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		TransactionNumbe		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene		
	Derivative				Securities			(Instr. :	3 and 4)		Owne		
	Security				Acquired						Follo		
					(A) or						Repo		
					Disposed						Trans		
					of (D)						(Instr		
					(Instr. 3,								
					4, and 5)								
									Amount				
									Amount				
						Date	Expiration		or Namel				
					Exercisable	Date		Number					
				C 1 W	(A) (D)				of				
				Code V	(A) (D)			,	Shares				

Reporting Owners

10% Owner Officer Director Other

Date

Tapiero Jacques SVP&Pres., LILLY CORPORATE CENTER Emerging **INDIANAPOLIS, IN 46285** Markets

Signatures

Jamie E. Haney for Jacques Tapiero, authorization on file

07/30/2013 **Signature of Reporting Person

Explanation of Responses:

- 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).
- (1) Reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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