LILLY ELI & CO
Form 4
August 10, 2006

# FORM 4

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

**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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LILLY ENDOWMENT INC

(Last) (First) (Middle)

2801 NORTH MERIDIAN STREET

(Street)

INDIANAPOLIS, IN 46208-0068

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | | | |
| 1-Common Stock | 08/09/2006 | | S | | 700 | D | $ 56.04 | 143,150,104 | D | |
| 2-Common Stock | 08/09/2006 | | S | | 700 | D | $ 56.02 | 143,149,404 | D | |
| 3-Common Stock | 08/09/2006 | | S | | 1,000 | D | $ 56.01 | 143,148,404 | D | |
| 4-Common Stock | 08/09/2006 | | S | | 700 | D | $ 55.98 | 143,147,704 | D | |
| 5-Common Stock | 08/09/2006 | | S | | 700 | D | $ 55.97 | 143,147,004 | D | |
| | 08/09/2006 | | S | | 700 | D | | 143,146,304 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 6-Common Stock | | | | | $ 55.95 | | |
| 7-Common Stock | 08/09/2006 | S | 900 | D | $ 55.94 | 143,145,404 | D |
| 8-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.93 | 143,144,004 | D |
| 9-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.91 | 143,142,604 | D |
| 10-Common Stock | 08/09/2006 | S | 700 | D | $ 55.9 | 143,141,904 | D |
| 11-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.89 | 143,140,504 | D |
| 12-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.88 | 143,139,104 | D |
| 13-Common Stock | 08/09/2006 | S | 1,300 | D | $ 55.87 | 143,137,804 | D |
| 14-Common Stock | 08/09/2006 | S | 1,000 | D | $ 55.86 | 143,136,804 | D |
| 15-Common Stock | 08/09/2006 | S | 700 | D | $ 55.85 | 143,136,104 | D |
| 16-Common Stock | 08/09/2006 | S | 700 | D | $ 55.83 | 143,135,404 | D |
| 17-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.82 | 143,134,004 | D |
| 18-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.81 | 143,132,604 | D |
| 19-Common Stock | 08/09/2006 | S | 3,200 | D | $ 55.8 | 143,129,404 | D |
| 20-Common Stock | 08/09/2006 | S | 4,600 | D | $ 55.79 | 143,124,804 | D |
| 21-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.78 | 143,123,404 | D |
| 22-Common Stock | 08/09/2006 | S | 3,500 | D | $ 55.77 | 143,119,904 | D |
| 23-Common Stock | 08/09/2006 | S | 2,100 | D | $ 55.75 | 143,117,804 | D |
| 24-Common Stock | 08/09/2006 | S | 700 | D | $ 55.74 | 143,117,104 | D |
| 25-Common Stock | 08/09/2006 | S | 2,100 | D | $ 55.73 | 143,115,004 | D |
| | 08/09/2006 | S | 1,400 | D | | 143,113,604 | D |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 26-Common Stock | | | | | | $ 55.72 | | |
| 27-Common Stock | 08/09/2006 | S | 1,400 | D | $ 55.71 | 143,112,204 | D | |
| 28-Common Stock | 08/09/2006 | S | 2,100 | D | $ 55.7 | 143,110,104 | D | |
| 29-Common Stock | 08/09/2006 | S | 700 | D | $ 55.69 | 143,109,404 | D | |
| 30-Common Stock | 08/09/2006 | S | 100 | D | $ 55.68 | 143,109,304 | D | |

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) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LILLY ENDOWMENT INC<br>2801 NORTH MERIDIAN STREET<br>INDIANAPOLIS, IN 46208-0068 | | X | | |

# Signatures

by:/s/Diane M. Stenson, Treasurer on behalf of Lilly Endowment, Inc. 08/10/2006

**Signature of Reporting Person Date

# 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).

**Remarks:**

This is the first of three Forms 4 filed by the Reporting Person on same date, August 10, 2006, representing transactions #1 thr

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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