



Edgar Filing: LILLY ELI & CO - Form 4

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

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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.

**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 control number.**

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(9-02)

**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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY ENDOWMENT INC 2801 NORTH MERIDIAN STREET 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 through #3.

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.