

LECHLEITER JOHN C
Form 5
January 31, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

LILLY CORPORATE CENTER

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, and CEO

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

6. Individual or Joint/Group Reporting

(check applicable line)

INDIANAPOLIS, IN 46285

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/31/2010	Â	G	33,116 A \$ 0	69,443	D	Â
Common Stock	03/31/2010	Â	G	33,116 D \$ 0	36,327	D	Â
Common Stock	07/23/2010	Â	G	1,430 D \$ 0	52,735	D	Â
Common Stock	07/26/2010	Â	G	1,430 D \$ 0	51,305	D	Â

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Common Stock	07/27/2010	Â	G	1,430	A	\$ 0	52,735	D	Â
Common Stock	12/14/2010	Â	G	8,729	D	\$ 0	67,700	D	Â
Common Stock	03/31/2010	Â	G	33,116	D	\$ 0	31,449	I ⁽¹⁾	by wife
Common Stock	03/31/2010	Â	G	33,116	A	\$ 0	64,565	I ⁽¹⁾	by wife
Common Stock	04/30/2010	Â	G	7,543	D	\$ 0	57,022	I ⁽¹⁾	by wife
Common Stock	05/03/2010	Â	G	9	D	\$ 0	57,013	I ⁽¹⁾	by wife
Common Stock	07/23/2010	Â	G	1,430	A	\$ 0	58,443	I ⁽¹⁾	by wife
Common Stock	07/26/2010	Â	G	1,430	D	\$ 0	57,013	I ⁽¹⁾	by wife
Common Stock	07/27/2010	Â	G	1,430	D	\$ 0	55,583	I ⁽¹⁾	by wife
Common Stock	11/09/2010	Â	G	2,574	D	\$ 0	0	I ⁽²⁾	John C. Lechleiter 2008 11-2 GRAT
Common Stock	Â	Â	Â	Â	Â	Â	22,589	I ⁽³⁾	by family limited partnership
Common Stock	Â	Â	Â	Â	Â	Â	16,597	I	401(k)
Common Stock	Â	Â	Â	Â	Â	Â	0	I ⁽²⁾	John C. Lechleiter 2008-2 GRAT
Common Stock	Â	Â	Â	Â	Â	Â	78,377	I ⁽²⁾	John C. Lechleiter 2010.3-2 GRAT

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

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SEC 2270 (9-02)

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

1. Title of Derivative 2. Conversion 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if 4. Transaction 5. Number 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. of

