

O'Neill Myles
 Form 4
 September 24, 2018

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 *
 O'Neill Myles

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/29/2018

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

LILLY CORPORATE CENTER

SVP & Pres., Mfg. Operations

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46285

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/29/2018		A	4,279 A \$ 87.6	70,638	I ⁽¹⁾	by spouse
Common Stock	02/01/2018		M	9,596 A \$ 0	80,234	I ⁽¹⁾	by spouse
Common Stock	02/01/2018		F	4,280 D \$ 81.45	75,954	I ⁽¹⁾	by spouse
Common Stock					1,086	I ⁽¹⁾	401(k) - by spouse
Common Stock					1,176	I	401(k)

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