

LILLY ELI & CO
Form 4
June 02, 2005

FORM 4

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

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).

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 *
GOLDEN CHARLES E

(Last) (First) (Middle)

LILLY CORPORATE CENTER

(Street)

INDIANAPOLIS, IN 46285

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 05/31/2005 | | M ⁽¹⁾ | | | 29,169 | A | \$ 30.095 | 54,908 | D | |
| Common Stock | 05/31/2005 | | S ⁽¹⁾ | | | 13,400 | D | \$ 58.45 | 41,508 | D | |
| Common Stock | 05/31/2005 | | S ⁽¹⁾ | | | 300 | D | \$ 58.49 | 41,208 | D | |
| Common Stock | 05/31/2005 | | S ⁽¹⁾ | | | 4,500 | D | \$ 58.5 | 36,708 | D | |
| Common Stock | 05/31/2005 | | S ⁽¹⁾ | | | 500 | D | \$ 58.51 | 36,208 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|---|-------------------------|
| Common Stock | 05/31/2005 | S ⁽¹⁾ | 200 | D | \$ 58.54 | 36,008 | D | |
| Common Stock | 05/31/2005 | S ⁽¹⁾ | 200 | D | \$ 58.52 | 35,808 | D | |
| Common Stock | 05/31/2005 | S ⁽¹⁾ | 200 | D | \$ 58.55 | 35,608 | D | |
| Common Stock | 05/31/2005 | S ⁽¹⁾ | 1,480 | D | \$ 58.56 | 34,128 | D | |
| Common Stock | | | | | | 21,392 | I | by Golden Associates LP |
| Common Stock | | | | | | 1,303 | I | 401(k) |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option 3/96 (right to buy) | \$ 30.095 | 05/31/2005 | | M | 29,169 | 03/18/1999 03/17/2006 | Common Stock | 29,169 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDEN CHARLES E LILLY CORPORATE CENTER | X | | Exec. Vice President and CFO | |

INDIANAPOLIS, IN 46285

Signatures

James B. Lootens for Charles E. Golden, authorization
on file

06/02/2005

__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).
- (1) The option exercise and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 3, 2005.

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.