LILLY ELI & CO

Form 4 January 31, 2017

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

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

(Middle)

(First)

LILLY CORPORATE CENTER

INDIANAPOLIS, IN 46285

(Street)

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

2. Issuer Name and Ticker or Trading Symbol

LILLY ELI & CO [LLY]

3. Date of Earliest Transaction (Month/Day/Year) 01/27/2017

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

_X__ Director 10% Owner Officer (give title 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

		, ,					
(City	7)	(State)	(Zin)		_	_

(City)	(State)	(Zip) Tal	ole I - Non	-Derivative	e Secu	rities Aco	quired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	01/27/2017		A	93,021	A	\$ 75.38	809,890	D	
Common Stock							21,102	I	401(k)
Common Stock							49,102	I	by wife (1)
Common Stock							22,589	I	by family limited partnership (2)
Common							72,140	I	The John C.

Stock

Lechleiter Spouse and Descendants Trust dtd 11/1/12 (3)

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

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SEC 1474 (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)	Transactio Code (Instr. 8)		5. Number of in 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Restricted Stock Unit	<u>(4)</u>	01/27/2017		A		106,625		02/01/2018	02/01/2018	Common Stock	106,6

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LECHLEITER JOHN C LILLY CORPORATE CENTER X **INDIANAPOLIS, IN 46285**

Signatures

Tiffany R. Benjamin for John C. Lechleiter, authorization on file

01/31/2017

**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) Reporting person disclaims beneficial ownership of these shares.
- Family limited partnership of which reporting person and his wife are the general partners. Reporting person disclaim beneficial ownership of shares held by family limited partnership except to the extent of his pecuniary interest therein.

(3)

Reporting Owners 2

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Irrevocable trust for the benefit of reporting person's spouse and children. Spouse is trustee. Reporting person disclaims beneficial ownership of these shares.

(4) Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

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.