

LILLY ELI & CO
Form FWP
March 04, 2009

Free Writing Prospectus
Filed Pursuant to Rule 433
Registration Statement No. 333-141075
Dated March 3, 2009

Eli Lilly and Company
Pricing Term Sheet
3.550% Notes due 2012
4.200% Notes due 2014
5.950% Notes due 2037

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|---|--|--|--|
| Issuer: | Eli Lilly and Company | | |
| Size: | \$1,000,000,000 | \$1,000,000,000 | \$400,000,000 |
| Maturity: | March 6, 2012 | March 6, 2014 | November 15, 2037 |
| Coupon: | 3.550% per year | 4.200% per year | 5.950% per year |
| Price: | 99.898% of principal amount | 99.955% of principal amount | 99.019% of principal amount |
| Yield to maturity: | 3.586% | 4.210% | 6.023% |
| Spread to Benchmark Treasury: | 2.300% | 2.375% | 2.400% |
| Benchmark Treasury: | 1.375% due 02/15/2012 | 1.875% due 02/28/2014 | 4.500% due 05/15/2038 |
| Benchmark Treasury Price and Yield: | 100-08 ¹ / ₄ 1.286% | 100-06 1.835% | 115-23 3.623% |
| Interest Payment Dates: | March 6 and September 6, commencing September 6, 2009 | March 6 and September 6, commencing September 6, 2009 | May 15 and November 15, commencing May 15, 2009 |
| Redemption Provisions: Make-whole call | Make-whole plus 35 bps | Make-whole plus 35 bps | Make-whole plus 35 bps |
| CUSIP: | 532457 BD9 | 532457 BE7 | 532457 BC1 |
| Settlement: | T+3 (March 6, 2009) | | |
| Ratings: | Moody s: A1 (stable) Standard & Poor s: AA (stable) | | |

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Denominations: \$2,000 x \$1,000

Joint Book-Running Managers: Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., UBS Securities LLC, Banc of America Securities LLC, Citigroup Global Markets Inc.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037, Deutsche Bank Securities Inc. toll free at 1-800-503-4611 or UBS Securities LLC toll free at 1-877-827-6444 (ext. 561-3884).