O'Neill Myles Form 3 January 10, 2018

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement LILLY ELI & CO [LLY] O'Neill Myles (Month/Day/Year) 01/01/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) LILLY CORPORATE CENTER (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person (give title below) (specify below) INDIANAPOLIS. INÂ 46285 Form filed by More than One SVP & Pres., Mfg. Operations Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 26,562 Common Stock 66,359 I by spouse Common Stock 1,154 I 401(k) Common Stock 1,066 I 401(k) - by spouse Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date

3. Title and Amount of Securities Underlying

4. S. 6. Nature of Indirect Conversion

Conversion

Ownership

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(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	

Reporting Owners

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	
O'Neill Myles LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â	SVP & Pres., Mfg. Operations	Â	

Signatures

Crystal T. Williams for Myles O'Neill, authorization on file 01/09/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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.

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