

Nobles Anne
 Form 3
 April 29, 2009

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 Person * Â Nobles Anne (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS, Â IN Â 46285 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/20/2009	3. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Eth/Cmpl Ofcr & SVP, ERM	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,105	D	Â
Common Stock	666	I	401(k)
Common Stock	8,477	I ⁽¹⁾	by husband
Common Stock	803	I ⁽¹⁾	by daughter

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee stock option 10/01 (right to buy)	10/03/2003	10/04/2011	Common Stock	4,250	\$ 79.28	D	Â
Employee stock option 10/99 (right to buy)	10/18/2002	10/16/2009	Common Stock	8,500	\$ 66.375	D	Â
Employee stock option 2/01 (right to buy)	02/20/2004	02/18/2011	Common Stock	9,350	\$ 73.98	D	Â
Employee stock option 2/02 (right to buy)	02/18/2005	02/17/2012	Common Stock	10,000	\$ 75.92	D	Â
Employee stock option 2/03 (right to buy)	02/16/2006	02/15/2013	Common Stock	10,700	\$ 57.85	D	Â
Employee stock option 2/04 (right to buy)	02/19/2007	02/14/2014	Common Stock	40,000	\$ 73.11	D	Â
Employee stock option 2/05 (right to buy)	02/11/2008	02/10/2015	Common Stock	21,763	\$ 55.65	D	Â
Employee stock option 2/06 (right to buy)	02/10/2009	02/09/2016	Common Stock	18,825	\$ 56.18	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nobles Anne LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â	Â Chief Eth/Cmpl Ofcr & SVP, ERM	Â

Signatures

Anne Nobles 04/29/2009

**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).

(1) Reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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