Edgar Filing: COOK J MICHAEL - Form 4

COOK J MIC	CHAEL											
Form 4	2006											
February 01,									OMB AF	PROVAL		
FORM	UNITEL) STATES		ITIES Al hington, 1			NGE C	OMMISSION	OMB Number:	3235-0287		
if no longe subject to	Check this box if no longer subject to Section 16. SECURITIES						NERSHIP OF	Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5				
Form 5 obligation may conti <i>See</i> Instru- 1(b).	Filed pu s Section 17	(a) of the I	Public Ut		ing Con	ipany	Act of	e Act of 1934, 1935 or Section 0		0.0		
(Print or Type R	esponses)											
COOK J MICHAEL Symbo			Symbol	Name and		Tradiı	ng	5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
(N			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2006					XDirector10% Owner Officer (give titleOther (specify below)below)				
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
INDIANAPO	OLIS, IN 46285	5						Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-Do	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	lv Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		ned 1 Date, if		4. Securi n(A) or Di (Instr. 3,	ties Ao spose	cquired d 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		
Common Stock	01/31/2006			А	115	A	\$ 58.15	4,738	D			

Reminder: Report on a separate line for each class of securities beneficially 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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber E		Expiration Date		Amou	int of	Derivative		
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr	. 3 and 4)		
	Security					Acquired						
	•					(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
				C 1	x 7	(\mathbf{A}) (D)	D (m •.1			
				Code	V	(A) (D)	Date	Expiration	Title			
							Exercisable	Date		or		
										Number		
										of		
										Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationsh	nips						
	Director	10% Owner	Officer	Other					
COOK J MICHAEL LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Х								
Signatures									
Bronwen Mantlo for J. Michael C on file.		02/01/2006							
<u>**</u> Signature of Reporting		Date							
Evaluation 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).

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.

9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr