Form 5 February 03, 2010				
FORM 5				OMB APPROVAL
Check this box if no longer subject	UNITED STATES	OMB 3235-0362 Number: January 31, Expires: 2005		
to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). Form 3 Holdings Se	ANNUAL ST Filed pursuant to a ection 17(a) of the	Estimated average burden hours per response 1.0		
Reported Form 4 Transactions Reported	30(h)	of the Investment Company Act of 19	40	
1. Name and Address of Reporting Person <u>*</u> Nobles Anne		2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]	5. Relationship of I Issuer	Reporting Person(s) to
(Last) (Fir	st) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009	(Check Director X Officer (give	t all applicable) 10% Owner title Other (specify
LILLY CORPORA	TE CENTER		below) Chief Eth/Cm	below) npl Ofcr & SVP, ERM
(Stro	eet)	4. If Amendment, Date Original Filed(Month/Day/Year)		applicable line)

INDIANAPOLIS, INÂ 46285

Nobles Anne

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State) (Zip) Table	e I - Non-Deri	vative Sec	curitie	s Acqu	ired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(D)	Price	(Instr. 5 und 1)		
Common Stock	12/21/2009	Â	G	254	D	\$0	11,851	D	Â
Common Stock	09/29/2009	Â	G	503	D	\$0	7,974	I <u>(1)</u>	by husband
Common Stock	10/08/2009	Â	G	304	D	\$0	7,670	I <u>(1)</u>	by husband
Common Stock	12/21/2009	Â	G	254	D	\$0	7,416	I <u>(1)</u>	by husband
	12/21/2009	Â	G	508	А	\$0	1,311	I <u>(1)</u>	

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Common Stock									by daughter
Common Stock	Â	Â	Â	Â	Â	Â	944	Ι	401(k)

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

Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless (9-02)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)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. O Se O Eı Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

Anne Nobles 02/03/2010

**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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.