

Crowe Maria A
Form 3
January 11, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Crowe Maria A | | (Month/Day/Year) | LILLY ELI & CO [LLY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| LILLY CORPORATE CENTER | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| INDIANAPOLIS,Â INÂ 46285 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | President, Mfg. Operations | |

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) |
|---------------------------------|---|--|---|

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)

| | | | | | |
|--|--|---|--|---|---|
| 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 | | |

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| | | | | | | | |
|---|------------|------------|--------------|--------|----------|---|---|
| Employee stock option 2/02 (right to buy) | 02/18/2005 | 02/17/2012 | Common Stock | 6,500 | \$ 75.92 | D | Â |
| Employee stock option 2/03 (right to buy) | 02/16/2006 | 02/15/2013 | Common Stock | 6,500 | \$ 57.85 | D | Â |
| Employee stock option 2/04 (right to buy) | 02/19/2007 | 02/14/2014 | Common Stock | 8,000 | \$ 73.11 | D | Â |
| Employee stock option 2/05 (right to buy) | 02/11/2008 | 02/10/2015 | Common Stock | 6,391 | \$ 55.65 | D | Â |
| Employee stock option 2/06 (right to buy) | 02/10/2009 | 02/09/2016 | Common Stock | 6,024 | \$ 56.18 | D | Â |
| Employee stock option 4/03 (right to buy) | 04/27/2006 | 04/26/2013 | Common Stock | 9,000 | \$ 63.67 | D | Â |
| Restricted Stock Unit | 10/02/2016 | 10/02/2016 | Common Stock | 4,130 | \$ 0 | D | Â |
| Restricted Stock Unit | 10/03/2014 | 10/03/2014 | Common Stock | 9,175 | \$ 0 | D | Â |
| Restricted Stock Unit | 10/03/2016 | 10/03/2016 | Common Stock | 18,350 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Crowe Maria A LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285 | Â | Â | Â President, Mfg. Operations | Â |

Signatures

Maria A. Crowe 01/10/2012

**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.

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