**SANTINI GINO** 

Form 5

February 14, 2007 FORM 5

**OMB APPROVAL** 

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

**OMB** 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per OWNERSHIP OF SECURITIES response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **SANTINI GINO** Symbol LILLY ELI & CO [LLY] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner \_ Officer (give title X Other (specify 12/31/2006 below) below) LILLY CORPORATE CENTER Sr.VP, Corp. Strategy & Policy (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

#### INDIANAPOLIS, INÂ 46285

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State) (Z	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)	
Common Stock	08/05/2004	Â	G5 <u>(1)</u>	Amount 2,134	(D)	Price	73,048	D	Â
Common Stock	10/07/2005	Â	G5 <u>(1)</u>	2,576	D	\$ 0	81,335	D	Â
Common Stock	12/16/2005	Â	G5(2)	270	D	\$ 0	76,065	D	Â
Common Stock	06/09/2006	Â	G <u>(1)</u>	2,778	D	\$0	81,272	D	Â
	12/20/2006	Â	G(2)	192	D	\$0	79,537	D	Â

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Common Stock									
Common Stock	12/22/2006	Â	G(2)	95	D	\$0	79,442	D	Â
Common Stock	08/05/2004	Â	G5 <u>(1)</u>	172	A	\$0	2,242	I	by daughter
Common Stock	08/05/2004	Â	G5(3)	172	A	\$0	2,414	I	by daughter
Common Stock	10/07/2005	Â	G5 <u>(1)</u>	205	A	\$0	2,619	I	by daughter
Common Stock	10/07/2005	Â	G5(3)	205	A	\$0	2,824	I	by daughter
Common Stock	06/09/2006	Â	G <u>(1)</u>	231	A	\$ 0	3,055	I	by daughter
Common Stock	08/05/2004	Â	G5 <u>(1)</u>	172	A	\$ 0	2,242	I	by son
Common Stock	08/05/2004	Â	G5(3)	172	A	\$0	2,414	I	by son
Common Stock	10/07/2005	Â	G5 <u>(1)</u>	205	A	\$0	2,619	I	by son
Common Stock	10/07/2005	Â	G5(3)	205	A	\$0	2,824	I	by son
Common Stock	06/09/2006	Â	G <u>(1)</u>	231	A	\$0	3,055	I	by son
Common Stock	08/05/2004	Â	G5 <u>(1)</u>	1,790	A	\$0	4,082	I	by wife
Common Stock	08/05/2004	Â	G5(3)	344	D	\$0	3,738	I	by wife
Common Stock	10/07/2005	Â	G5 <u>(1)</u>	2,166	A	\$ 0	5,904	I	by wife
Common Stock	10/07/2005	Â	G5(3)	410	D	\$0	5,494	I	by wife
Common Stock	06/09/2006	Â	G <u>(1)</u>	2,316	A	\$0	7,810	I	by wife
Common Stock	Â	Â	Â	Â	Â	Â	1,839	I	401(k)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
					(A) (D)				Shares		
					(4) (1)				SHales		

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SANTINI GINO LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â	Sr.VP, Corp. Strategy & Policy	Â			

## **Signatures**

Bronwen Mantlo for Gino Santini, authorization on file 02/14/2007

\*\*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) These transactions involved gifts of securities by the reporting person to his wife, daughter, and son, all of whom share the reporting person's household. The reporting person disclaims beneficial ownership of these shares.
- (2) Charitable gifts.
- (3) These transactions involved gifts of securities by the reporting person's wife to his son and daughter. All three share the reporting person's household. The 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.

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