

LILLY ELI &amp; CO

Form 4

February 04, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LECHLEITER JOHN C**

(Last) (First) (Middle)

**LILLY CORPORATE CENTER**

(Street)

**INDIANAPOLIS, IN 46285**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**LILLY ELI & CO [LLY]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**02/01/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/01/2014                              |                                                             | M                                       | 58,778 A                                                                | \$ 0 586,753                                                                                                       | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2014                              |                                                             | F                                       | 27,609 D                                                                | \$ 54.01 559,144                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 19,469                                                                                                             | I                                                                       | 401(k)                                                            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 50,516                                                                                                             | I                                                                       | by wife <sup>(1)</sup>                                            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 72,140                                                                                                             | I                                                                       | The John C.<br>Lechleiter<br>Spouse and                           |

# Edgar Filing: LILLY ELI & CO - Form 4

|              |        |   |                                                                                              |
|--------------|--------|---|----------------------------------------------------------------------------------------------|
| Common Stock | 22,589 | I | Descendants Trust dtd 11/1/12 <sup>(2)</sup><br>by family limited partnership <sup>(3)</sup> |
| Common Stock | 550    | I | J&S Lechleiter Grandchild Trust FBO Lannan Jeanne Lechleiter <sup>(4)</sup>                  |
| Common Stock | 550    | I | J&S Lechleiter Grandchild Trust FBO John Richard Lechleiter <sup>(4)</sup>                   |

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.**

SEC 1474  
(9-02)

**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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |
| Restricted Stock Unit                      | (5)                                                    | 02/01/2014                           |                                                    | M                              | 58,778                                                                                  | 02/01/2014                                               | 02/01/2014      | Common Stock                                                  | 58,778                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: LILLY ELI & CO - Form 4

Director    10% Owner    Officer

Other

LECHLEITER JOHN C

LILLY CORPORATE CENTER    X

INDIANAPOLIS, IN 46285

Chairman, President and CEO

## Signatures

James B. Lootens for John C. Lechleiter, authorization  
on file

02/04/2014

\_\_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.
- (2) Irrevocable trust for the benefit of reporting person's spouse and children. Spouse is trustee. Reporting person disclaims beneficial ownership of these shares.
- (3) Family limited partnership of which reporting person and his wife are the general partners. Reporting person disclaim beneficial ownership of shares held by family limited partnership except to the extent of his pecuniary interest therein.
- (4) Irrevocable trust for the benefit of reporting persons grandchildren. Reporting person disclaims beneficial ownership of these shares.
- (5) Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

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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