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GOLDEN C Form 4											
September 02, 2005 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 Number: Expires: Estimated a burden hour response	0		
(Print or Type l	Responses)										
			2. Issuer Name and Ticker or Trading Symbol LILLY ELI & CO [LLY]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(N			3. Date of (Month/E 08/31/2	•	ansaction			X_ Director 10% Owner X_ Officer (give title Other (specify below) below) Exec. Vice President and CFO			
ΙΝΟΙΔΝΔΕ	(Street) POLIS, IN 46285			ndment, Da nth/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	One Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	a L. Man D	anivativa (2000-	tion A am	Person	on Donoficial	w Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	e 2A. Deer Execution any	ned	3.	4. Securiti n(A) or Dis (Instr. 3, 4)	ies Ac sposed	quired of (D)	Jired, Disposed of 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 Indirect	
Common Stock	08/31/2005			M	29,170	A	\$ 30.09	63,298	D		
Common Stock	08/31/2005			S	771	D	\$ 54.05	62,527	D		
Common Stock	08/31/2005			S	4,500	D	\$ 54	58,027	D		
Common Stock								1,312	Ι	401(k)	

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

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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. Transactic Code (Instr. 8)	5. Number of tiorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option 3/96 (right to buy)	\$ 30.095	08/31/2005		М		29,170	03/18/1999	03/17/2006	Common Stock	29,170

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOLDEN CHARLES E LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Х		Exec. Vice President and CFO				
Signatures							
Bronwen Mantlo for Charles F. Golden, authorization							

bronwen Manuo for Charles E. Golden, authorization 09/02/2005 on file Date

**Signature of Reporting Person

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). **

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.