Edgar Filing: LILLY ELI & CO - Form 4

LILLY ELI	& CO										
Form 4											
January 28, 2	2016										
FORM	14								OMB AF	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287				
Check the				0					Expires:	January 31,	
if no longer subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNERSHIP OF SECURITIES				Extimated average burden hours per response 0.5			
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17	(a) of the	Public Ut		ling Con	npan	y Act of	e Act of 1934, 1935 or Section 0	·		
(Print or Type I	Responses)										
Barnes Melissa S Symbol			Symbol	r Name and Ticker or Trading ELI & CO [LLY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			(Chec.	k all applicable	()	
LILLY COP	RPORATE CEN	ITER	(Month/D 01/26/20	-				Director X Officer (give below) Chief Eth/Cr		Owner er (specify P, ERM	
			endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
INDIANAP	OLIS, IN 4628	5						Person	lore than One Ke	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med n Date, if Day/Year)		(Instr. 3,	4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	01/26/2016			Code V A	Amount 4,662	(D) A	Price \$ 81.96	10,286	D		
Common Stock								831	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. Transacti Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	01/26/2016		А	3,073	02/01/2017	02/01/2017	Common Stock	3,073

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Barnes Melissa S			Chief				
LILLY CORPORATE CENTER			Eth/Cmpl Ofcr				
INDIANAPOLIS, IN 46285			& SVP, ERM				
Signatures							
Tiffany R. Benjamin for Melissa S. B	arnes, authori	zation					
on file			01/28/2016				
<u>**</u> Signature of Reporting P	erson		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) 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. 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.