

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

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OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol  
Eli Lilly and Company (LLY)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year 2/2001

~~Officer~~ (give title below) \_\_\_\_\_ Other (specify below) \_\_\_\_\_

100

(7)

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

[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

## GOVERNMENT

**EXHIBIT**  
**24324**

Crim No. H 04-0025

(Over)  
SEC 1474 (7-96)

**Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

### Explanation of Responses:

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.

James B. Lootens for Kenneth L. Lay,  
authorization on file

Date \_\_\_\_\_