

LILLY ELI & CO  
Form 8-K  
March 17, 2003

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): March 12, 2003

**ELI LILLY AND COMPANY**  
(Exact name of registrant as specified in its charter)

**Indiana**  
(State or Other Jurisdiction  
of Incorporation)

**001-06351**  
(Commission  
File Number)

**35-0470950**  
(I.R.S. Employer  
Identification No.)

**Lilly Corporate Center**  
**Indianapolis, Indiana**  
(Address of Principal  
Executive Offices)

**46285**  
(Zip Code)

Registrant's telephone number, including area code: (317) 276-2000

No Change

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(Former name or former address, if changed since last report)

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SIGNATURES

EXHIBIT INDEX

Form of Underwriting Agreement

Form of 2.90 Percent Note Due 2008

Form of 4.50 Percent Note Due 2018

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Item 7. Financial Statements and Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Exhibit</u></b>
(1)	Form of Underwriting Agreement, dated as of March 12, 2003, among Eli Lilly and Company and Goldman, Sachs & Co. (in its individual capacity and not as an Underwriter) and Goldman, Sachs & Co., Credit Suisse First Boston LLC, UBS Warburg LLC and Merrill Lynch Pierce Fenner & Smith Incorporated, relating to the issuance and sale by Eli Lilly and Company of \$300,000,000 aggregate principal amount of its 2.90% Notes Due 2008 and \$200,000,000 aggregate principal amount of its 4.50% Notes Due 2018.
(4.1)	Form of 2.90% Note Due 2008.
(4.2)	Form of 4.50% Note Due 2018.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ELI LILLY AND COMPANY  
(Registrant)

By: /s/ Thomas W. Grein

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Name: Thomas W. Grein  
Title: Vice President and Treasurer

Dated: March 17, 2003

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