

LILLY ELI & CO  
Form 10-Q/A  
August 02, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form 10-Q/A**  
**Amendment No. 1 to Form 10-Q**  
**Quarterly Report Under Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**  
**FOR THE QUARTER ENDED June 30, 2010**  
**COMMISSION FILE NUMBER 001-6351**  
**ELI LILLY AND COMPANY**  
(Exact name of Registrant as specified in its charter)

INDIANA  
(State or other jurisdiction of  
incorporation or organization)  
LILLY CORPORATE CENTER, INDIANAPOLIS, INDIANA 46285  
(Address of principal executive offices)

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

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of a large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting Company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

The number of shares of common stock outstanding as of July 20, 2010:

Class	Number of Shares Outstanding
Common	1,153,140,311

Explanatory Note

Eli Lilly and Company is filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, to replace our Exhibit 101. Interactive Data File. This replaces the current Exhibit 101, which relates to our Form 10-Q for the period ended March 31, 2010, which was inadvertently filed by our service provider. There have been no changes from the original Form 10-Q other than those described above.

Item 6. Exhibits

The following documents are filed as exhibits to this Report:

EXHIBIT 101. Interactive Data File

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SIGNATURE

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 thereunto duly authorized.

Date: July 30, 2010

/s/Arnold C. Hanish  
Arnold C. Hanish  
Vice President, Finance and Chief  
Accounting Officer

INDEX TO EXHIBITS

The following documents are filed as a part of this Report:

Exhibit

EXHIBIT 101.      Interactive Data File

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