

LILLY ELI & CO
Form 8-K
March 25, 2004

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

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 25, 2004**

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

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

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Item 5. Other Events

On March 25, 2004, Eli Lilly and Company (the Company) issued a press release announcing that the Company has been advised that the U.S. Attorney for the Eastern District of Pennsylvania has commenced a civil investigation relating to the Company's marketing and promotional practices. A copy of this press release is attached hereto as Exhibit 99.

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/ Arnold C. Hanish
Name: Arnold C. Hanish
Title: Chief Accounting Officer

Dated: March 25, 2004

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EXHIBIT INDEX

Exhibit Number

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Exhibit

Press Release titled: U.S. Attorney's Office in
Pennsylvania Investigating Lilly's Marketing Practices