SIRNA THERAPEUTICS INC Form SC 13G/A February 17, 2004

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)*

SIRNA THERAPEUTICS, INC.

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE

(Title of Class of Securities)

829669100

(CUSIP Number)

August 15, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b)

[X] Rule 13d-1(c)

[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1745 (12-02)

CUSIP	NO. 829669100		13G	Page 2 of 5 Pages		
1.	Names of Report		ons. os. of above persons (entiti	es only).		
	Eli Lilly and Co 35-0470950	ompany				
2.	(a) []		ox if a Member of a Group (S	ee Instructions)		
	(b) []					
	Not Applicable					
3.	SEC Use Only					
4.	Citizenship or I	Place of	Organization			
N	umber of	5.	Sole Voting Power			
Shares			0			
Ben	Beneficially		Shared Voting Power			
0	Owned by		0			
	Each		Sole Dispositive Power			
R	eporting		0			
Per	Person With:		Shared Dispositive Power			
			0			
9.	Aggregate Amoun	t Benefic	cially Owned by Each Reporti	ng Person		
	0					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)					
	Not Applicable					
11.	Percent of Class Represented by Amount in Row (9)					
	0%					
12.	Type of Reporti	ng Person	(See Instructions)			
	CO					

CUSIP NO. 829669100 13G Page 3 of 5 Pages Item 1(a). Name of Issuer: Sirna Therapeutics, Inc. Item 1(b). Address of Issuer's Principal Executive Offices: 2950 Wilderness Place Boulder, Colorado 80301 Item 2(a). Name of Person Filing: Eli Lilly and Company Item 2(b). Address of Principal Business Office or, if None, Residence: Lilly Corporate Center Indianapolis, IN 46285 Item 2(c). Citizenship: Indiana Item 2(d). Title of Class of Securities: Common Stock, \$.01 Par Value Item 2(e). CUSIP Number: 829669100 Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: (a)-(j) Not applicable If this statement is filed pursuant to Rule 13d-1(c), check this box. [X] CUSIP NO. 829669100 13G Page 4 of 5 Pages Item 4. Ownership. (a) Amount Beneficially Owned: Ω Percent of Class: (b) 0 응

Number of shares as to which the person has:

(c)

	(0)	Number of shares as to whi	ch the person has:		
		Sole voting power	0		
		Shared voting power	0		
		Sole dispositive power	0		
		Shared dispositive power	0		
Item 5.	Ownershi	p of Five Percent or Less o	f a Class.		
	If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].				
Item 6.	Ownership of More Than Five Percent on Behalf of Another Person.				
	Not appl	icable			
Item 7.	Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.				
	Not appl	icable			
Item 8.	Identification and Classification of Members of the Group.				
	Not appl	icable			
Item 9.	Notice o	Notice of Dissolution of Group.			
	Not appl	icable			
CUSIP NO. 829669100		13G	Page 5 of 5 Pages		
Item 10.	Certific	ations.			
	knowledge above we purpose influence and were with or	ng below, I certify that, to end belief, the securities re not acquired and are not of or with the effect of ching control of the issuer on not acquired and are not has a participant in any trapose or effect.	s referred to held for the anging or f the securities eld in connection		

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ELI LILLY AND COMPANY

By: /s/ Charles E. Golden

Charles E. Golden
Executive Vice President
and Chief Financial Officer

Date: February 13, 2004