

SANOFI-AVENTIS
Form F-6EF
November 10, 2005

Registration No.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts for ordinary shares, nominal value 2 euro per share

of

SANOFI-AVENTIS

(F/K/A SANOFI-SYNTHÉLABO)

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

FRANCE

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York
ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

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(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit ⁽¹⁾ | Proposed maximum aggregate offering price | Amount of registration fee |
|---|---|---|--|---|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, nominal value 2 euro per share, of Sanofi-Aventis | 300,000,000 American Depositary Shares | \$5.00 | \$15,000,000 | \$1,765.50 |

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u> | <u>Location in Form of Receipt Filed Herewith as Prospectus</u> |
|---|---|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | corner |

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- | | |
|--|---|
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles number 4, 12, 13, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 20 and 21 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Article number 11 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depositary | Articles number 14, 18, 19 and 21 |
| 3. Fees and Charges | Articles number 7 and 8 |

Item - 2.

Available Information

| | |
|------------------------------------|-------------------|
| Public reports furnished by issuer | Article number 11 |
|------------------------------------|-------------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of June 28, 2002 among Sanofi-Aventis, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 10, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, nominal value 2 euro per share, of Sanofi-Aventis.

The Bank of New York,
As Depositary

By: /s/ David S. Stueber

Name: David S. Stueber

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Sanofi-Aventis has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Paris, France on November 10, 2005.

SANOFI-AVENTIS

By: /s/ Jean-François Dehecq

Name: Jean-François Dehecq

Title: Chairman and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Jean-François Dehecq, Jean-Claude Leroy and Jean-Pierre Kerjouan and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to

be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on November 10, 2005.

Name and Signature

Title

/s/ Jean-François Dehecq

Jean-François Dehecq

Chairman, Chief Executive Officer and

Director (Principal Executive Officer)

/s/ Jean-Claude Leroy

Jean-Claude Leroy

Senior Vice President and Chief Financial

Officer (Principal Financial Officer)

/s/ Jean-Luc Renard

Jean-Luc Renard

Vice President Corporate Accounting and
Tax

(Principal Accounting Officer)

/s/ René Barbier de la Serre

René Barbier de la Serre

Director

/s/ Jean-Marc Bruel

Jean-Marc Bruel

Director

/s/ Robert Castaigne

Robert Castaigne

Director

/s/ Thierry Desmarest
Thierry Desmarest

Director

/s/ Jürgen Dormann
Jürgen Dormann

Director

/s/ Lord Douro
Lord Douro

Director

/s/ Jean-René Fourtou
Jean-René Fourtou

Director

/s/ Serge Kampf
Serge Kampf

Director

/s/ Igor Landau
Igor Landau

Director

Hubert Markl

Director

/s/ Christian Mulliez
Christian Mulliez

Director

/s/ Lindsay Owen-Jones
Lindsay Owen-Jones

Director

/s/ Klaus Pohle
Klaus Pohle

Director

/s/ Hermann Scholl

Hermann Scholl

Director

/s/ Gérard Van Kemmel

Gérard Van Kemmel

Director

/s/ Bruno Weymuller

Bruno Weymuller

Director

Name and Signature

Title

Authorized Representative in the United

States:

/s/ Joseph Haggerty

Joseph Haggerty

INDEX TO EXHIBITS

Exhibit
Number

Exhibit

1 Form of Deposit Agreement dated as of June 28, 2002 among Sanofi-Aventis, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder.

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Opinion of Emmet, Marvin & Martin, LLP, counsel for the
Depository, as to legality of the securities to be registered.

5 Certification under Rule 466.