

SANOFI-AVENTIS
Form 11-K
June 28, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11- K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2006

or

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)**

For the transition period from to

Commission file number 001-31368

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

SANOFI PASTEUR 401(k) PLAN

One Discovery Drive

Swiftwater, PA 18370

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

SANOFI-AVENTIS

174 avenue de France

Paris 75013, France

Exhibit Index is at Page 17

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SANOFI PASTEUR INC. 401(k) PLAN

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

SANOFI PASTEUR INC. 401(k) PLAN

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The 401(k) Plan Committee

Sanofi Pasteur Inc.

We have audited the accompanying statements of net assets available for benefits of Sanofi Pasteur Inc. 401(k) Plan as of December 31, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2006 and 2005, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the accompanying table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's *Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974*. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Fischer Cunnane & Associates Ltd

Certified Public Accountants

West Chester, Pennsylvania

June 25, 2007

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SANOFI PASTEUR INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	AS OF DECEMBER 31, 2006	2005
ASSETS		
INVESTMENTS		
At Fair Value:		
Shares of registered investment companies:		
Fidelity Contrafund	\$ 42,027,668	\$ 33,634,590
Fidelity Magellan Fund	29,553,183	26,887,585
Fidelity Growth & Income Portfolio	26,595,537	22,827,445
Fidelity Diversified International	26,440,551	14,662,249
Fidelity Blue Chip Growth Fund	25,633,523	23,075,159
Fidelity Low Priced Stock Fund	21,691,898	17,633,151
Fidelity Puritan Fund	19,516,227	15,402,288
Fidelity Retirement Money Market Portfolio	14,924,433	12,156,169
Fidelity Investment Grade Bond Fund	13,253,879	11,435,643
Sanofi-Synthelabo ADS Stock Fund	6,608,497	4,492,375
ABF Small Cap Value Fund	5,387,806	3,363,117
Van Kampen Growth and Income Fund	5,153,943	2,229,861
Vanguard Midcap Growth Fund	4,203,262	1,246,170
Spartan US Equity Index Fund	2,434,794	731,613
FMTC Institutional Money Market	411,446	276,715
Common and Commingled Trust Funds:		
Fidelity Managed Income Portfolio	9,528,428	9,409,587
Loans to participants	4,674,842	3,849,626
TOTAL INVESTMENTS	258,039,917	203,313,343
RECEIVABLES		
Other receivable	1,502	834
Employer's contribution	873,085	12,455,928
TOTAL RECEIVABLES	874,587	12,456,762
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	258,914,504	215,770,105
Adjustment from fair value to contract value for fully benefit-responsive investment contract	95,767	(14,132)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 259,010,271	\$ 215,755,973

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SANOFI PASTEUR INC. 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	FOR THE YEARS ENDED	
	DECEMBER 31,	
	2006	2005
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Net appreciation (depreciation) in fair value of investments	\$ (297,403)	\$ 4,950,122
Interest and dividends	23,963,492	8,707,205
	23,666,089	13,657,327
Less: Investment expenses	(4,159)	(5,401)
Total Investment Income	23,661,930	13,651,926
Loans to participants activity:		
Interest earnings	340,080	267,421
Contributions:		
Employer s	15,539,956	16,251,639
Participants	18,407,242	14,538,192
Total Contributions and Participant Loan Activity	34,287,278	31,057,252
TOTAL ADDITIONS	57,949,208	44,709,178