

SANOFI-AVENTIS
Form 6-K
March 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K
REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

March 30, 2011

Commission File Number: 001-31368

SANOFI-AVENTIS

(Translation of registrant's name into English)

174, avenue de France, 75013 Paris, FRANCE

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 OF SANOFI-AVENTIS FILED ON MARCH 15, 2010 (REGISTRATION No. 333-165472) AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY

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DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

Exhibit List

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| Exhibit 4.3: | Indenture between the Company and Deutsche Bank Trust Company Americas, as trustee dated as of March 29, 2011 |
| Exhibit 4.4: | Forms of Notes |

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, thereunto duly authorized.

Dated: March 30, 2011

SANOFI-AVENTIS

By /s/ John Felitti
Name: John Felitti
Title: Associate Vice President,
Corporate Law, Financial &
Securities Law

Exhibit Index

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