

SANOFI-AVENTIS
Form S-8
December 21, 2006

Registration No.: 333-

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

Form S-8

Registration Statement Under The Securities Act of 1933

Sanofi-Aventis

(Exact name of Registrant as Specified in its Charter)

Republic of France
(State or Other Jurisdiction of
Incorporation or Organization)

133529324
(I.R.S. Employer
Identification No.)

174 avenue de France

75013 Paris, France

(Address of Principal Executive

Offices and Zip Code)

Sanofi-Aventis Stock Option Plan 2006

(Full Title of Plan)

Joseph Haggerty

Vice President and General Counsel

Aventis Pharmaceuticals

300 Somerset Corporate Boulevard

Bridgewater, New Jersey 08807

(Name and Address of Agent for Service)

(908) 243-6000

(Telephone Number, Including Area Code, of Agent for Service)

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Copies to:

Donna Vitter

Senior Vice President

Sanofi-Aventis

174 avenue de France

75013 Paris, France

Calculation of Registration Fee

Title of Each Class of Securities to Be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee
Sanofi-Aventis Ordinary Shares, nominal value 2	3,013,640	\$ 88.28	\$ 266,047,315.60	\$ 28,467.07