

SANOFI-AVENTIS  
Form 11-K  
July 14, 2006

# 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, 2005

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 1-18378

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

AVENTIS PHARMACEUTICALS SAVINGS PLAN

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**300 Somerset Corporate Boulevard**

**Bridgewater, NJ 08807-0912**

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, France 75013**

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**Aventis Pharmaceuticals**

**Savings Plan**

**Financial Statements and Supplemental Schedule**

**December 31, 2005 and 2004**

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**Aventis Pharmaceuticals**

**Savings Plan**

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**December 31, 2005 and 2004**

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\* Other schedules required by section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

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**Report of Independent Registered Public Accounting Firm**

To the Participants and Administrator of  
Aventis Pharmaceuticals Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Aventis Pharmaceuticals Savings Plan (the Plan ) at December 31, 2005 and 2004, 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. 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 of these statements 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, Schedule of Assets (Held at End of Year) 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 audit 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.

PricewaterhouseCoopers LLP

Florham Park, New Jersey

July 14, 2006

**Aventis Pharmaceuticals****Savings Plan****Statement of Net Assets Available for Benefits****December 31, 2005**

	<b>2005</b>
<b>Assets</b>	
Investments, At fair value	
Investment in Master Trust	\$ 341,324,753
Mutual funds	1,132,864,868
At contract value	
Participant loans	19,629,984
	1,493,819,605
Income receivable	402,370
Contributions receivable employee	3,903,749
Contributions receivable employer	37,743,099
Total receivables	42,049,218
Total assets	1,535,868,823
<b>Liabilities</b>	
Accrued expenses	170,650
Total liabilities	170,650
Net assets available for benefits	\$ 1,535,698,173

See accompanying notes to financial statements.

## Aventis Pharmaceuticals

## Savings Plan

## Statement of Net Assets Available for Benefits

December 31, 2004

	Nonparticipant- Directed	Participant- Directed	Total
<b>Assets</b>			
Investments, At fair value			
Investment in Master Trust	\$	\$ 376,304,699	\$ 376,304,699
Mutual funds		760,009,765	760,009,765
Common and commingled trusts		267,624,640	267,624,640
At contract value			
Participant loans		20,381,224	20,381,224
		1,424,320,328	1,424,320,328
Income receivable		90,470	90,470
Contributions receivable employee		1,874,642	1,874,642
Contributions receivable employer	10,772,585	50,670,503	61,443,088
	10,772,585	52,635,615	63,408,200
Cash		40	40
Total assets	10,772,585	1,476,955,983	1,487,728,568
<b>Liabilities</b>			
Bonds payable (note 6)	10,378,630		10,378,630
Accrued expenses		234,117	234,117
Accrued interest payable	393,955		393,955
Total liabilities	10,772,585	234,117	11,006,702
Net assets available for benefits	\$	\$ 1,476,721,866	\$ 1,476,721,866

See accompanying notes to financial statements.

**Aventis Pharmaceuticals**

**Savings Plan**

**Statement of Changes in Net Assets Available for Benefits**

**Year Ended December 31, 2005**

	<b>Nonparticipant- Directed</b>	<b>Participant- Directed</b>	<b>Total</b>
<b>Additions</b>			
Contributions			
Employee	\$	\$ 74,447,126	\$ 74,447,126
Employer	10,851,377	66,100,925	76,952,302
Investment Income			
Interest and dividends		23,425,742	23,425,742
Net appreciation in the fair value of investments (note 3)		53,024,602	53,024,602
Net appreciation in the fair value of investments in Master Trust (note 4)		21,437,584	21,437,584
	&nb		