

SANOFI-AVENTIS  
Form 11-K  
June 25, 2010  
Table of Contents

# 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, 2009

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 19

Table of Contents

SANOFI PASTEUR INC. 401(k) PLAN

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

---

Table of Contents

SANOFI PASTEUR INC. 401(k) PLAN

TABLE OF CONTENTS

	<b>Page</b>
<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	2
FINANCIAL STATEMENTS	
<u>Statements of Net Assets Available for Benefits</u>	3
<u>Statements of Changes in Net Assets Available for Benefits</u>	4
<u>Notes to Financial Statements</u>	5-14
SUPPLEMENTAL SCHEDULE	
<u>Schedule H, Line 4i - Schedule of Assets (Held at End of Year)</u>	17

---

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Pension, Administrative, and Investment Committees

Sanofi Pasteur Inc.

We have audited the accompanying statements of net assets available for benefits of Sanofi Pasteur Inc. 401(k) Plan (hereinafter the "Plan") as of December 31, 2009 and 2008, 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. The Plan is not required to have, nor were we engaged to perform, an audit of its internal controls. Our audit included consideration of internal controls as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal controls. Accordingly, we express no such opinion. An audit also 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, 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 Plan's net assets available for benefits as of December 31, 2009 and 2008, and 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 of assets (held at end of year) as of December 31, 2009 is presented for purposes 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*. The 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.

/s/Fischer Cunnane & Associates Ltd.  
FISCHER CUNNANE & ASSOCIATES LTD  
Certified Public Accountants

West Chester, Pennsylvania

June 23, 2010



Edgar Filing: SANOFI-AVENTIS - Form 11-K

Table of Contents

SANOFI PASTEUR INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	AS OF DECEMBER 31,	
	2009	2008
<b>ASSETS</b>		
<b>INVESTMENTS</b>		
At Fair Value:		
Mutual Funds:		
Fidelity Contrafund	\$	\$ 31,881,457
Fidelity Diversified International		18,881,076
Fidelity Low Priced Stock Fund		12,686,356
Fidelity Magellan Fund		17,504,898
Fidelity Puritan Fund		13,815,994
Fidelity Contrafund K	43,023,854	
Fidelity Diversified International K	28,292,506	
Fidelity Low Priced Stock Fund K	18,731,928	
Fidelity Magellan Fund K	27,075,210	
Fidelity Puritan Fund K	18,286,723	
Fidelity Freedom Funds	39,867,697	22,057,666
AF Growth of America Fund	24,014,669	16,518,375
Davis NY Venture Fund	21,058,875	14,908,392
Fidelity Investment Grade Bond Fund	15,896,226	12,834,975
Vanguard Midcap Growth Fund	9,338,774	5,265,292
Sanofi-Aventis ADR Stock Fund	9,283,546	6,349,432
ABF Small Cap Value Fund	8,192,810	4,851,829
Fidelity US Bond Index Fund	7,185,839	5,235,161
Van Kampen Growth and Income Fund	5,647,494	3,820,990
Spartan US Equity Index Fund	4,491,555	2,830,750
Brokerage Link Fund	4,224,377	1,365,554
Spartan International Index Fund	2,343,466	1,037,790
Royce Value Plus Fund	2,006,886	882,952
Spartan Extended Market Index Fund	929,932	436,886
FMTC Institutional Money Market	543,552	315,793
Common and Commingled Trust Fund:		
SEI Stable Value Fund	33,132,309	31,249,253
Loans to participants	7,017,445	6,387,362
<b>TOTAL INVESTMENTS</b>	<b>330,585,673</b>	<b>231,118,233</b>
<b>RECEIVABLES</b>		
Employer's contribution	430,807	898,346
Other receivables	22,869	39,706
<b>TOTAL RECEIVABLES</b>	<b>453,676</b>	<b>938,052</b>
<b>TOTAL ASSETS</b>	<b>331,039,349</b>	<b>232,056,285</b>
<b>LIABILITIES</b>		
Other liabilities	22,765	39,147

Edgar Filing: SANOFI-AVENTIS - Form 11-K

TOTAL LIABILITIES	22,765	39,147
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	331,016,584	232,017,138
Adjustment from fair value to contract value for fully benefit-responsive investment contract	1,608,610	3,034,163
NET ASSETS AVAILABLE FOR BENEFITS	\$ 332,625,194	\$ 235,051,301

The accompanying Notes are an integral part of these statements.



Table of Contents

SANOFI PASTEUR INC. 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	FOR THE YEARS ENDED DECEMBER 31,	
	2009	2008
<b>ADDITIONS (REDUCTIONS) TO NET ASSETS ATTRIBUTED TO:</b>		
Investment Income (Loss):		
Net appreciation (depreciation) in fair value of investments	\$ 61,709,135	\$ (116,577,140)
Interest and dividends	5,413,012	9,533,316
	67,122,147	