

Sanofi  
Form 15-12B  
December 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION OF A CLASS OF  
SECURITIES UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR  
SUSPENSION OF THE DUTY TO FILE REPORTS UNDER SECTION 13(a) OR SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-31368

**SANOFI**

(Exact name of registrant as specified in its charter)

174, avenue de France

75013 Paris, France

Tel. No.: +33-1-53-77-43-03

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

American Depositary Shares, each representing one quarter of a Participating Share Series A, par value 70.89 per share (removed from listing and registration on the New York Stock Exchange effective July 31, 1995)

(Title of each class of securities covered by this Form)

	<b>Name of each exchange</b>
<b>Title of each class:</b> American Depositary Shares, each	<b>on which registered, as applicable:</b> New York Stock Exchange
representing one half of one ordinary share, par	
value 2 per share	
Ordinary shares, par value 2 per share	New York Stock Exchange

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(for listing purposes only)

Floating Rate Notes due 2012

Floating Rate Notes due 2013

Floating Rate Notes due 2014

1.625% Notes due 2014

n/a

2.625% Notes due 2016

4.000% Notes due 2021

1.200% Notes due 2014

*(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)*

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 12h-3(b)(2)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date:

ADRs, (each representing one quarter of a Participating Share Series A), par value 70.89: **7**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Sanofi has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 16, 2011

**SANOFI**

By: /s/ John Felitti

Name: John Felitti

Title: Associate Vice President, Corporate, Financial  
and Securities Law