

SANOFI-AVENTIS  
Form FWP  
March 23, 2011

**Final Term Sheet**

March 22, 2011

*Filed pursuant to Rule 433*

*Registration Statement No. 333-165472*

**sanofi-aventis S.A.**

**\$750,000,000 1.625% Notes Due 2014**

Issuer	sanofi-aventis S.A.
Format	SEC-registered global notes
Title	1.625% Notes due 2014
Total initial principal amount	\$750,000,000
being issued	
Issue price	99.863%
Pricing date	March 22, 2011
Expected settlement date	March 29, 2011 (T+5)
Maturity date	March 28, 2014, unless earlier redeemed
Day count	30/360
Day count convention	Following unadjusted
Optional redemption	Make-whole call at Treasury Rate plus 10 bps
Special mandatory redemption	Redemption at 101% plus accrued interest if (i) the pending exchange offer in relation to Genzyme Corporation has not been consummated under the related merger agreement between sanofi-aventis S.A. and Genzyme Corporation on or before September 30, 2011 or (ii) prior to the exchange offer being consummated, the merger agreement is terminated at any time, as more fully described in the preliminary prospectus supplement.
Special mandatory redemption date	October 31, 2011 (if our pending exchange offer in relation to Genzyme Corporation has not been consummated under the related merger agreement between us and Genzyme Corporation on or before September 30, 2011) or 30 days after the merger agreement between us and Genzyme Corporation is terminated (if, prior to the exchange offer being consummated, the merger agreement is terminated at any time), as more fully described in the preliminary prospectus supplement.

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Interest rate	1.625% per annum
Benchmark Treasury	1.250% due March 2014
Benchmark Treasury price	100-12
Benchmark Treasury yield	1.122%
Spread to Benchmark Treasury	55 bps

Yield to maturity	1.672%
Date interest starts accruing	March 29, 2011
Interest payment dates	Each March 28 and September 28
First interest payment date	September 28, 2011
Regular record dates for interest	Each March 13 and September 13
Trustee	Deutsche Bank Trust Company Americas
Listing	None
Denominations	\$2,000 and increments of \$1,000
Expected ratings of the notes	Moody s: A2/Stable Standard & Poor s: AA-/Stable

Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by sanofi-aventis S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.

CUSIP / ISIN 80105NAB1 / US80105NAB10

Managers

***BNP PARIBAS***

***BofA Merrill Lynch***

***J.P. Morgan***

***SOCIETE GENERALE***

***Credit Agricole CIB***

***Deutsche Bank Securities***

***HSBC***

***RBS***

***Santander***

*The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from BNP PARIBAS, toll free at 1-800-854-5674; BofA Merrill Lynch, toll free at 1-800-294-1322; J.P. Morgan, collect at 1-212-834-4533; or SOCIETE GENERALE, collect at 1-212-278-7631.*

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## Final Term Sheet

**sanofi-aventis S.A.****\$1,500,000,000 2.625% Notes Due 2016**

Issuer	sanofi-aventis S.A.
Format	SEC-registered global notes
Title	2.625% Notes due 2016
Total initial principal amount	\$1,500,000,000
being issued	
Issue price	99.489%
Pricing date	March 22, 2011
Expected settlement date	March 29, 2011 (T+5)
Maturity date	March 29, 2016, unless earlier redeemed
Day count	30/360
Day count convention	Following unadjusted
Optional redemption	Make-whole call at Treasury Rate plus 15 bps
Special mandatory redemption	Redemption at 101% plus accrued interest if (i) the pending exchange offer in relation to Genzyme Corporation has not been consummated under the related merger agreement between sanofi-aventis S.A. and Genzyme Corporation on or before September 30, 2011 or (ii) prior to the exchange offer being consummated, the merger agreement is terminated at any time, as more fully described in the preliminary prospectus supplement.
Special mandatory redemption	
date	October 31, 2011 (if our pending exchange offer in relation to Genzyme Corporation has not been consummated under the related merger agreement between us and Genzyme Corporation on or before September 30, 2011) or 30 days after the merger agreement between us and Genzyme Corporation is terminated (if, prior to the exchange offer being consummated, the merger agreement is terminated at any time), as more fully described in the preliminary prospectus supplement.
Interest rate	2.625% per annum
Benchmark Treasury	2.125% due February 2016
Benchmark Treasury price	100-13+
Benchmark Treasury yield	2.035%
Spread to Benchmark Treasury	70 bps

Yield to maturity	2.735%
Date interest starts accruing	March 29, 2011
Interest payment dates	Each March 29 and September 29
First interest payment date	September 29, 2011
Regular record dates for interest	Each March 14 and September 14
Trustee	Deutsche Bank Trust Company Americas
Listing	None
Denominations	\$2,000 and increments of \$1,000
Expected ratings of the notes	Moody s: A2/Stable Standard & Poor s: AA-/Stable

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CUSIP / ISIN 80105NAD7 / US80105NAD75

Managers

***BNP PARIBAS***

***BofA Merrill Lynch***

***J.P. Morgan***

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***Santander***

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**Final Term Sheet**
**sanofi-aventis S.A.****\$2,000,000,000 4.000% Notes Due 2021**

Issuer	sanofi-aventis S.A.
Format	SEC-registered global notes
Title	4.000% Notes due 2021
Total initial principal amount	\$2,000,000,000
being issued	
Issue price	98.976%
Pricing date	March 22, 2011
Expected settlement date	March 29, 2011 (T+5)
Maturity date	March 29, 2021, unless earlier redeemed
Day count	30/360
Day count convention	Following unadjusted
Optional redemption	Make-whole call at Treasury Rate plus 15 bps
Special mandatory redemption	Redemption at 101% plus accrued interest if (i) the pending exchange offer in relation to Genzyme Corporation has not been consummated under the related merger agreement between sanofi-aventis S.A. and Genzyme Corporation on or before September 30, 2011 or (ii) prior to the exchange offer being consummated, the merger agreement is terminated at any time, as more fully described in the preliminary prospectus supplement.
Special mandatory redemption	
date	October 31, 2011 (if our pending exchange offer in relation to Genzyme Corporation has not been consummated under the related merger agreement between us and Genzyme Corporation on or before September 30, 2011) or 30 days after the merger agreement between us and Genzyme Corporation is terminated (if, prior to the exchange offer being consummated, the merger agreement is terminated at any time), as more fully described in the preliminary prospectus supplement.
Interest rate	4.000% per annum
Benchmark Treasury	3.625% due February 2021
Benchmark Treasury price	102-16
Benchmark Treasury yield	3.326%
Spread to Benchmark Treasury	80 bps

Yield to maturity	4.126%
Date interest starts accruing	March 29, 2011
Interest payment dates	Each March 29 and September 29
First interest payment date	September 29, 2011
Regular record dates for interest	Each March 14 and September 14
Trustee	Deutsche Bank Trust Company Americas
Listing	None
Denominations	\$2,000 and increments of \$1,000
Expected ratings of the notes	Moody s: A2/Stable Standard & Poor s: AA-/Stable

Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by sanofi-aventis S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.

CUSIP / ISIN 80105NAG0 / US80105NAG07

Managers

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