

SANOFI-AVENTIS  
Form 11-K  
June 27, 2008

# 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, 2007**

**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:

**sanofi-aventis U.S. Savings Plan**

**55 Corporate Drive**

**Bridgewater, NJ 08807-5925**

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**



sanofi-aventis U.S. Savings Plan

Financial Statements

and Supplemental Schedule

December 31, 2007 and 2006

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Report of Independent Registered Public Accounting Firm

To the Pension Committee of the sanofi-aventis U.S. Savings Plan

We have audited the statement of net assets available for benefits of the sanofi-aventis U.S. Savings Plan as of December 31, 2007 and 2006, and the related statement 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. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting 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 control over financial reporting. 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, and 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 net assets available for benefits of the Plan at December 31, 2007 and 2006, and the change in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2007 is presented for purposes of additional analysis and is not a required part of the 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 our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Iselin, New Jersey  
June 24, 2008

sanofi-aventis U.S. Savings Plan

## Statements of Net Assets Available for Benefits

	December 31	
	2007	2006
<b>Assets</b>		
Investment at fair value		
Investment in Master Trust	\$ 370,904,311	\$ 382,838,500
Mutual funds	1,654,036,662	1,486,984,108
Common and commingled trusts	203,102,960	181,700,560
Participant loans	28,790,672	26,689,000
	<b>2,256,834,605</b>	<b>2,078,212,168</b>
Income receivable	390,935	468,875
Contributions receivable employee	3,298,445	3,423,515
Contributions receivable employer	10,426,636	9,503,648
	<b>14,116,016</b>	<b>13,396,038</b>
Total assets	<b>2,270,950,621</b>	<b>2,091,608,206</b>
<b>Liabilities</b>		
Accrued expenses	32,090	28,482
Net assets available for benefits, at fair value	<b>2,270,918,531</b>	<b>2,091,579,724</b>
Adjustment from fair value to contract value for fully benefit responsive investment contract	256,412	4,087,343
Net assets available for benefits	\$ <b>2,271,174,943</b>	\$ <b>2,095,667,067</b>

*See accompanying notes.*

sanofi-aventis U.S. Savings Plan

## Statement of Changes in Net Assets Available for Benefits

Year Ended

	December 31	
	2007	2006
<b>Additions</b>		
Contributions		
Employee	\$ 132,394,643	\$ 138,140,353
Employer	97,919,036	95,458,498
Investment Income		
Interest and dividends	79,987,271	52,276,894
Net appreciation in the fair value of investments <i>(Note 3)</i>	32,062,386	154,153,703
Net investment income from Master Trust <i>(Note 4)</i>	13,563,156	19,236,110
Transfer from other plans		282,872,815
Total additions	355,926,492	742,138,373
<b>Deductions</b>		
Distributions	179,535,060	181,798,586
Fees and administrative expenses	339,117	370,893
Transfer to other plans	544,439	
Total deductions	180,418,616	182,169,479
Increase in net assets available for benefits	175,507,876	559,968,894
Net assets available for benefits at beginning of year	2,095,667,067	1,535,698,173
Net assets available for benefits at end of year	\$ 2,271,174,943	\$ 2,095,667,067

*See accompanying notes.*

sanofi-aventis U.S. Savings Plan

Notes to Financial Statements

December 31, 2007

## **1. Summary of Significant Plan Provisions**

On January 1, 2006, the assets of Sanofi-Synthelabo Group Savings Plan (the Sanofi Savings Plan) were merged into the sanofi-aventis U.S. Savings Plan (hereafter referred to as the Plan). The new merged plan was redesigned to align the benefits received by the plan participants of the Sanofi Savings Plan to equal those received by the Plan participants.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### **Plan Description**

The Plan is a defined contribution plan that covers substantially all employees of sanofi-aventis US Inc. and sanofi-aventis US LLC (the Company) as they meet the prescribed eligibility requirements. All employees are eligible to participate in the Plan beginning on the first day of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### **Master Trust**

Effective January 1, 2001, Aventis Pharmaceuticals Inc., Hoescht Marion Roussel Puerto Rico, Inc. (subsequently known as Aventis Pharmaceuticals Puerto Rico Inc.) and T. Rowe Price Trust Company (the Trustee) entered into a Master Trust Agreement (Master Trust) to serve as a funding vehicle for certain commingled assets of the Plan and the sanofi-aventis Puerto Rico Savings Plan (the Puerto Rico Savings Plan). The Trust Agreement was amended by adding the Sanofi Savings Plan and sanofi-aventis Hourly Savings Plan (the Hourly Savings Plan) under the Trust Agreement effective December 16, 2005. Accordingly, certain assets of the Plan are maintained, for investment purposes only, on a commingled basis with the assets of the Puerto Rico Savings Plan as well as the Hourly Savings Plan. Neither plan has any interest in the specific assets of the Master Trust, but maintains beneficial interests in such assets. The portion of assets, net earnings, gains and/or losses and administrative expenses allocable to each plan is based upon the relationship of the Plan's beneficial interest in the Master Trust to the total beneficial interest of all plans in the Master Trust (see Note 4).





