

VIVENDI
Form 15-12B
October 31, 2006

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

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

Commission File 001-16301
Number

VIVENDI S.A.

(Exact name of registrant as specified in its charter)
42 avenue de Friedland, 75380 Paris Cedex 08, France

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
ordinary shares, nominal value E5.50 per share

(Title of each class of securities covered by this Form)
None

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

Approximate number of holders of record as of the certification or notice date: 295

Pursuant to the requirements of the Securities Exchange Act of 1934 (*Name of registrant as specified in charter*)
has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 30, 2006

By: /s/ Jacques Espinasse

Chief Financial Officer and Member
of the Management Board

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the
Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which

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shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069 (12-04)

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