

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

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|-----------------------------------|--|
| 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 |

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| 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. 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**

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|--------------------------------|--|
| 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 |

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 80105NAD7 / US80105NAD75

Managers

BNP PARIBAS

BofA Merrill Lynch

J.P. Morgan

SOCIETE GENERALE

Credit Agricole CIB

Deutsche Bank Securities

HSBC

RBS

Santander

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Final Term Sheet

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

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|--------------------------------|--|
| 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 |

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|-----------------------------------|---|
| 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 |

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CUSIP / ISIN 80105NAG0 / US80105NAG07

Managers

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