

RHODIA
Form SC 13G
February 09, 2005

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

RHODIA

(Name of Issuer)

Common stock, nominal value (euro) 1 per share

(Title of Class of Securities)

762397 10 7

(CUSIP Number)

August 20, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 762397 10 7

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sanofi-Aventis

Not applicable
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
The Republic of France
5. Sole Voting Power
96,110,182 shares
6. Shared Voting Power
0 shares
7. Sole Dispositive Power
96,110,182 shares
8. Shared Dispositive Power
0 shares
9. Aggregate Amount Beneficially Owned by Each Reporting Person
96,110,182 shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
15.3%
12. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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Item 1.

- (a) Name of Issuer
Rhodia
- (b) Address of Issuer's Principal Executive Offices
Rhodia
26, Quai Alfonse Le Gallo
92512 Boulogne Billancourt
France

Item 2.

- (a) Name of Person Filing
Sanofi-Aventis
- (b) Address of Principal Business Office or, if none, Residence
174 avenue de France
75013 Paris
France
- (c) Citizenship
The Republic of France
- (d) Title of Class of Securities
Common Stock of Rhodia, nominal value (euro) 1 per share
- (e) CUSIP Number
762397 10 7

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Item 3 is not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

96,110,182 shares
- (b) Percent of class:

15.3 %
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) 96,110,182 shares
Shared power to vote or to direct the vote
 - (iii) None
Sole power to dispose or to direct the disposition of
 - (iv) 96,110,182 shares
Shared power to dispose or to direct the disposition of

Item 5. Ownership of Five Percent or Less of a Class

Item 5 is not applicable.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following O.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group

Item 8 is not applicable.

Item 9. Notice of Dissolution of Group

Item 9 is not applicable.

Item 10. Certification

Item 10 is not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SANOFI-AVENTIS

Date: February 8, 2005

By: /s/ Jean-Claude Leroy

Jean-Claude LEROY
Chief Financial Officer