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SANOFI SYNTHELABO SA
Form F-6EF
June 08, 2004

As filed with the Securities and Exchange Commission on June 8, 2004
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts for
ordinary shares, nominal value 2 euro per share of

SANOFI-SYNTHELABO
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

FRANCE
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK
(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286
(212) 495-1727
(Address, including zip code, and telephone number, including area code,
of depositary's principal executive offices)

The Bank of New York
ADR Division
101 Barclay Street, 22nd Floor
New York, New York, 10286
(212) 495-1784
(Address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466
 immediately upon filing
 on (Date) at (Time).

If a separate registration statement has been filed to register the
deposited shares, check the following box.

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CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum offering price per unit
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, nominal value 2 euro per share, of Sanofi-Synthelabo	200,000,000 American Depositary Shares	\$5.00	\$10.00

- 1 For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.
- 2 Calculated as the product of the proposed maximum aggregate offering price and .00012670.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top center

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Terms of Deposit:

(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper r
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 a
(iii) The collection and distribution of dividends	Articles number 4, 12, 1 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15,
(v) The sale or exercise of rights	Articles number 13, 14,
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 2
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, and 22
(x) Limitation upon the liability of the depositary	Articles number 14, 18,
3. Fees and Charges	Articles number 7 and 8
Item - 2. Available Information	
Public reports furnished by issuer	Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

- a. Form of Deposit Agreement dated as of June 28, 2002 among Sanofi-Synthelabo, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.
- b. Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.
- c. Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

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- d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.
- e. Certification under Rule 466. - Filed herewith as Exhibit 5.
- f. Power of Attorney. - Filed herewith as Exhibit 6.

Item - 4. Undertakings

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 7, 2004.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, nominal value 2 euro per share, of Sanofi-Synthelabo.

By: The Bank of New York,
As Depositary

By: /s/ Vincent J. Cahill, Jr.

Vincent J. Cahill, Jr.
Vice President

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Pursuant to the requirements of the Securities Act of 1933, Sanofi-Synthelabo has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Paris, France on June 8, 2004.

SANOFI-SYNTHELABO

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By: /s/ Jean-Francois Dehecq

Name: Jean-Francois Dehecq

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	
/s/ Jean-Francois Dehecq ----- Jean-Francois Dehecq	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	June
/s/ Marie-Helene Laimay ----- Marie-Helene Laimay	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	Ju
/s/ Jean-Luc Renard ----- Jean-Luc Renard	Vice President Corporate Accounting and Tax (Principal Accounting Officer)	Ju
* ----- Rene Barbier de la Serre	Director	June
* ----- Robert Castaigne	Director	June
* ----- Pierre Castres Saint Martin	Director	June
* ----- Thierry Desmarest	Director	June
* ----- Lord Douro	Director	June

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Signature -----	Title -----	
* ----- Elf Aquitaine Represented by: Jean-Paul Leon	Director	June

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* ----- Pierre-Gilles de Gennes	Director	June
----- Herve Guerin	Director	
* ----- L'Oreal Represented by: Christian Mulliez	Director	June
* ----- Lindsay Owen-Jones	Director	June
* ----- Gerard Van Kemmel	Director	June
* ----- Bruno Weymuller	Director	June
* ----- Timothy Rothwell	Authorized Representative in the United States of America	June

* By: /s/ Laurent Cohen-Tanugi

Name: Laurent Cohen-Tanugi
As Attorney-in-fact for each of the
persons indicated

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INDEX TO EXHIBITS

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