

SANOFI SYNTHELABO SA

Form SC 13G/A

February 13, 2004

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

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)¹

Sanofi Synthelabo

(Name of Issuer)

Shares, nominal value 2 euro

(Title of Class of Securities)

80105N 10 5²

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

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

¹ 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.

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).

² This CUSIP number applies to the Issuer's American Depositary Shares, each representing one-half of one ordinary share.

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SIGNATURE

IDENTIFICATION AND CLASSIFICATION OF MEMBERS

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DOCUMENTS INCORPORATED BY REFERENCE

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 Total S.A.

2. Check the Appropriate Box if a Member of a Group:*

(a) x

(b) o

3. SEC Use Only:

4. Citizenship or Place of Organization:
 France

5. Sole Voting Power:
 - 0 -

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

6. Shared Voting Power:
 178,476,513 (shares carry double voting rights) (see Item 4)

7. Sole Dispositive Power:
 - 0 -

8. Shared Dispositive Power:
 178,476,513 (shares carry double voting rights) (see Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
 178,476,513

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:* x
 See Exhibit A attached hereto.

11.

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Percent of Class Represented by Amount in Row (9):

24.35% (based on the number of shares reported by the Issuer as being outstanding as of December 31, 2003); percent of voting rights,

34.8% (based on the number of voting rights reported by the Issuer as being outstanding as of May 19, 2003)

12. Type of Reporting Person:*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

Sanofi Synthelabo

Item 1(b). Address of Issuer's Principal Executive Offices:

174, avenue de France
75013 Paris
France

Item 2(a), (b) and (c). Name of Person Filing; Address of Principal Business Office or, if None, Residence; and Citizenship:

This statement is being filed by Total S.A., a company organized under the laws of France. Total S.A.'s principal business is oil, gas and chemicals. The address of Total S.A.'s principal business and office is 2, place de la Coupole, La Défense 6, 92078 Paris La Défense Cedex, France. Total is making an individual filing on Schedule 13G in accordance with Rule 13d-1(k)(2) under the Securities Exchange Act of 1934 and is responsible solely for the information contained in its individual filing.

Item 2(d). Title of Class of Securities:

Shares, nominal value 2 euro

Item 2(e). CUSIP Number:

80105N 10 5

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or Dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

As of December 31, 2003, Total S.A. beneficially owned the following shares indirectly through its subsidiaries Elf Aquitaine and Valorisation et Gestion Financière:

Amount beneficially owned:	178,476,513
Percent of class:	24.35%; percent of voting rights, 34.8%
Number of shares as to which such person has:	
Sole power to vote:	-0-
Shared power to vote:	178,476,513 (these shares carry double voting rights)
Sole power to dispose of:	-0-
Shared power to dispose of:	178,476,513

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On April 9, 1999, Elf Aquitaine (now a subsidiary of Total S.A.) entered into a shareholders' agreement with L. Oréal with respect to the parties' shareholdings in the Issuer. As disclosed in the Issuer's Form 20-F filed on June 25, 2002, the parties have agreed in the shareholders' agreement not to sell any of the shares covered by the shareholders' agreement, except in certain limited circumstances, such as the commencement of a tender offer for the Issuer's shares. Presently, the 19.43% of the Issuer's share capital held by each of the Total Group and L. Oréal are subject to a number of restrictions under the shareholders' agreement, in particular regarding share transfers, while shares held in excess of this percentage by either group are subject to certain more limited restrictions. The shareholders' agreement also contains provisions relating to the composition of the Issuer's board of directors and cooperation among the parties' respective appointees to the Issuer's board of directors. The parties amended the shareholders' agreement on November 24, 2003, providing, inter alia, for the termination of the shareholders' agreement effective December 2, 2004. As from December 2, 2004, Total and L. Oréal will cease to be members of a Group in respect of the Issuer's shares. On January 25, 2004, Total and L. Oréal entered into a Protocol of Agreement, whereby the parties waived certain rights to effect the procedure set forth in Annex 2 to the shareholders' agreement in connection with certain proposed offers made by the Issuer for the shares of Aventis.

The shareholders' agreement, included as Exhibit 2.2 to the Issuer's Form 20-F for the fiscal year ended December 31, 2002 (File Number 001-31368), and the amendment thereto included as Exhibit 10.2 and the protocol included as Exhibit 10.3, in each case to the Issuer's Form F-4 filed January 29, 2004 (File Number 333-112314), are incorporated by reference as Exhibit C hereto. Total disclaims beneficial ownership of any shares of the Issuer that L. Oréal owns. See also Item 8 of this Schedule 13G and Exhibit B thereto.

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

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 [].

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

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Of the 178,476,513 shares being reported hereunder, Total S.A. indirectly has the power to vote and dispose of 178,476,473 shares being reported on hereunder through two subsidiaries identified in Exhibit A attached hereto, and the remaining 40 shares through certain other persons.

Item 8. Identification and Classification of Members of the Group.

See Exhibit B attached hereto.

Item 9. Notice of Dissolution of the Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

TOTAL S.A.

By: /s/ Charles Paris de Bollardière

Name: Charles Paris de Bollardière

Title: Treasurer

Date: February 13, 2004