

INTROGEN THERAPEUTICS INC

Form 4

March 23, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Aventis Inc.2. Issuer Name **and** Ticker or Trading
SymbolINTROGEN THERAPEUTICS INC
[INGN]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3711 KENNETT PIKE, SUITE 200,
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2006____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
10% owner and beneficial owner4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

GREENVILLE, DE 19807

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common	03/21/2006		S	15,843 D	\$ 5.36	4,188,410 ⁽¹⁾ I	SFN ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aventis Inc. 3711 KENNETT PIKE, SUITE 200 GREENVILLE, DE 19807				10% owner and beneficial owner
AVENTIS HOLDINGS INC 3711 KENNETT PIKE SUITE 200 GREENVILLE, DE 19807				10% owner and beneficial owner

Signatures

Kathleen A. Winter,
President 03/23/2006

__Signature of Reporting Person Date

Kathleen A. Winter,
President 03/23/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Updated to reflect the conversion of 100,000 Preferred Shares into 2,343,721 Common Shares on June 21, 2005, which shares are directly owned by Aventis Pharmaceuticals Inc.
For Reporting Person Aventis Holdings Inc., reflects ownership of (i) 1,844,689 shares of common stock owned directly by Aventis Holdings Inc., and (ii) 2,343,721 shares of common stock owned by its subsidiary Aventis Pharmaceuticals Inc. For Reporting Person Aventis Inc. reflects indirect ownership of shares owned directly by Aventis Holdings Inc. and Aventis Pharmaceuticals Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.