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INTROGEN THERAPEUTICS INC

Form 4

August 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

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Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

08/29/2006

(Print or Type Responses)

1. Name and Address of Reporting Person Aventis Inc.	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
	INTROGEN THERAPEUTICS INC [INGN]	(Check all applicable)				
(Last) (First) (Middle)	(Month/Day/Year)	Director 10% Owner Officer (give titleX Other (specify below)				
3711 KENNETT PIKE, SUITE 20	00, 08/28/2006	10% owner and beneficial owner				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
GREENVILLE, DE 19807	Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person				
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
(Instr. 3) any	Deemed 3. 4. Securities Acquired cution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) nth/Day/Year) (Instr. 8)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s)				
Common 08/28/2006	Code V Amount (D) Price S 36,739 D \$ 3.91	(Instr. 3 and 4)				

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

S

13,484 D

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3,821,571

SFN (2)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	ble Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

> > 10% owner and beneficial owner

Aventis Inc.

3711 KENNETT PIKE, SUITE 200 10% owner and beneficial owner

GREENVILLE, DE 19807

AVENTIS HOLDINGS INC 3711 KENNETT PIKE

SUITE 200

GREENVILLE, DE 19807

Signatures

Kathleen A. Winter. 08/30/2006 President

**Signature of Reporting Person Date

Kathleen A. Winter, 08/30/2006 President

**Signature of Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

For reporting person Aventis Holdings Inc., reflects ownership of (i) 1,491,334 shares of common stock owned directly by Aventis (1) Holdings Inc., and (ii) 2,343,721 shares of common stock owned by its subsidiary Aventis Pharmaceuticals Inc. For reporting person Aventis Inc., reflects ownership of shares owned directly by Aventis Holdings Inc. and Aventis Pharmaceuticals Inc.

For reporting person Aventis Holdings Inc., reflects ownership of (i) 1,477,850 shares of common stock owned directly by Aventis (2) Holdings Inc., and (ii) 2,343,721 shares of common stock owned by its subsidiary Aventis Pharmaceuticals Inc. For reporting person Aventis Inc., reflects 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.

Reporting Owners 2

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