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DUPONT ERIC
Form SC 13G/A
February 04, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) *

AEterna Zentaris Inc.
(Formerly named AEterna Laboratories Inc.)

(Name of Issuer)

Common Shares

(Title of Class of Securities)

007975204

(CUSIP Number)

December 31, 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)

[X] 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.

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.

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1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES

5) SOLE VOTING POWER

BENEFICIALLY

6) SHARED VOTING POWER

OWNED BY

EACH

7) SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

8) SHARED DISPOSITIVE POWER

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

* Includes options to purchase 192,500 Common Shares.

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 8,6%**

** Based on an aggregate of 45,863,409 Common Shares, which consists of options held by the reporting person to purchase 192,500 Common Shares and 45,670,909 Common Shares issued and outstanding as of December 31, 2004, as reported by the issuer to the reporting person.

14) TYPE OF REPORTING PERSON

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Item 1(a).

Name of Issuer:

AEterna Zentaris Inc.

Item 1(b).

Address of Issuer's Principal Executive Offices:

1405, boul. du Parc-Technologique

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Quebec, Quebec
Canada G1P 4P5

Item 2(a). Name of Person Filing:

Dr. Eric Dupont

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business office address of the reporting person is as follows:

AEterna Zentaris Inc.
1405, boul. du Parc-Technologique
Quebec, Quebec
Canada G1P 4P5

Item 2(c). Citizenship:

The citizenship of the reporting person is as follows:

Canada

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

Common Shares

Item 2(e). CUSIP Number:

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Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

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:

(b) Percent of class:

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

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3,950,913*

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

3,950,913*

(iv) Shared power to dispose or to direct the disposition of

0

*Includes options to purchase 192,500 Common Shares.

** Based on an aggregate of 45,863,409 Common Shares, which consists of options held by the reporting person to purchase 192,500 Common Shares and 45,670,909 Common Shares issued and outstanding as of December 31, 2004, as reported by the issuer to the reporting person.

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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.

Not Applicable.

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

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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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.

Dated: February 1, 2005

/s/ Eric Dupont

Eric Dupont

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