

**PROSPECTUS SUPPLEMENT DATED 13 APRIL 2011
TO THE BASE PROSPECTUS DATED 26 OCTOBER 2010
AND THE PROSPECTUS SUPPLEMENT DATED 18 FEBRUARY 2011**



DANONE

DANONE

€7,000,000,000

Euro Medium Term Note Programme

This prospectus supplement (the "**Supplement**") constitutes a second supplement to and must be read in conjunction with the Base Prospectus dated 26 October 2010 as supplemented by a prospectus supplement dated 18 February 2011 (the "**Base Prospectus**"), prepared in relation to the € 7,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Danone (the "**Issuer**" or "**Danone**") which received visa no. 10-382 from the *Autorité des marchés financiers* (the "**AMF**") on 26 October 2010. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been prepared for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus pursuant to Article 16.1 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 and Article 212-25 of the AMF General Regulation (*Règlement général de l'AMF*).

The Issuer accepts responsibility for the information contained in this Supplement and declares that to the best of its knowledge and having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

Saved as disclosed in this Supplement to the Base Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

The Base Prospectus and this Supplement are available without charge during normal business hours on any weekday at the registered office of the Issuer and the specified office of the paying agent(s) where copies may be obtained. Such documents will be published on the website of (i) the *Autorité des marchés financiers* (www.amf-france.org) and (ii) the Issuer (www.finance.danone.com).

To the extent applicable, and provided that the conditions of Article 212-25 I of the AMF General Regulation (*Règlement général de l'AMF*) are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Supplement is published, have the right according to Article 212-25 II of the AMF General Regulation (*Règlement général de l'AMF*), to withdraw their acceptances within a time limit of two (2) working days after the publication of this Supplement.

This Supplement has been produced for the purpose of incorporating the 2010 *Document de Référence*.

The date of this Supplement is 13 April 2011.

This Supplement incorporates by reference the 2010 *Document de Référence* in the French language¹, filed with the AMF on 25 March 2011 under n°11-0182, which contains the audited consolidated annual financial statements of Danone for the financial year ended 31 December 2010 (the “**2010 Document de Référence**”).

For the purposes of the Prospectus Directive, information can be found in the 2010 *Document de Référence* incorporated by reference in the Base Prospectus in accordance with the following cross-reference table:

Prospectus Regulation – Annex IV and Annex IX		2010 <i>Document de Référence</i>
Risk Factors	Prominent disclosure of risk factors that may affect the Issuer’s ability to fulfil its obligation under the securities to investors	Pages 18-27
Financial information concerning the Issuer’s assets and liabilities, financial position and profits and losses	Audit report	Pages 118-119
	Consolidated financial statements for the last two financial years	Pages 54-117
	Balance sheet	Pages 56-57
	Income statement	Page 54
	Cash flow statements	Page 58
	Notes to consolidated financial statements for the last two financial years	Pages 60-117
Trend information	Any recent events particular to the issuer and which are to a material extent relevant to the evaluation of the issuer's solvency.	N/A
	Statement that there has been no material change in the prospects of the issuer since the	Page 48

¹ The English language translations of the 2010 *Document de Référence* may be obtained without charge from the website of the Issuer (www.finance.danone.com). For ease of reference, the page numbering of the English language translations of the documents incorporated by reference is identical to the French versions. These English language translations are not incorporated by reference herein.

Prospectus Regulation – Annex IV and Annex IX		2010 Document de Référence
	date of its last published audited financial statements.	
Administrative, Management, and Supervisory Bodies	Board of Directors	Pages 156-157
	Executive Committee	Page 171
Board Practices	Corporate Governance	Pages 156-187
	Audit Committee	Pages 163-165
Business Overview	Principal activities	Pages 31-35
	Principal markets	Pages 31-35
Material Contracts		Page 41
Legal and arbitration proceedings		Page 40
Investments		Pages 36-38
Organisational Structure		Pages 37 and 110-117
Major Shareholders		Pages 218-221

PERSONS RESPONSIBLE FOR PROSPECTUS SUPPLEMENT

Persons assuming responsibility for this Supplement

In the name of the Issuer

We declare, to the best of our knowledge (having taken all reasonable care to ensure that such is the case), that the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility accordingly.

The consolidated financial statements of Danone for the year ended 31 December 2010 were audited by statutory auditors who issued an audit report which is reproduced on page 118 of the 2010 Document de Référence. This report contains an observation.

13 April 2011.

Danone
17, Boulevard Haussmann
75009 Paris
France

Duly represented by:
Pierre-André TERISSE
Chief Financial Officer
Authorised Signatory
pursuant to a power of attorney dated 21 October 2010



Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French monetary and Financial Code (Code monétaire et financier) and with the General Regulations (Règlement Général) of the Autorité des marchés financiers ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted the visa No. 11-107 on 13 April 2011 to this Supplement. The Base Prospectus, as supplemented by this Supplement, may be relied upon in relation to financial transactions only if supplemented by Final Terms. This Supplement has been prepared by the Issuer and its signatories may be held liable for it. In accordance with Article L. 621-8-1-I of the French Monetary and Financial Code (Code monétaire et financier), the visa was granted following an examination of "the relevance and consistency of the information relating to the situation of the Issuer". It shall not imply any authentication by the AMF of the accounting and financial data that is presented herein. This registration is subject to the publishing of the specified Final Terms, in accordance with Article 212-32 of the AMF General Regulation (Règlement général de l'AMF), which specifies the characteristics of the issued Notes.