

Edgar Filing: TOTAL SA - Form FWP

TOTAL SA  
Form FWP  
June 21, 2012

Filed pursuant to Rule 433

Registration Statements Nos. 333-180967

and 333-180967-01

June 21, 2012

**TOTAL CAPITAL INTERNATIONAL**

**(A wholly-owned subsidiary of TOTAL S.A.)**

**\$1,500,000,000 1.550% Guaranteed Notes Due 2017**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

Issuer	Total Capital International
Guarantee	Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.
Format	SEC-registered global notes
Title	\$1,500,000,000 1.550% Guaranteed Notes Due 2017
Total initial principal amount being issued	\$1,500,000,000
Issue price	99.813%
Pricing date	June 21, 2012
Expected settlement date	June 28, 2012 (T+5)
Maturity date	June 28, 2017, unless earlier redeemed
Day count	30/360
Day count convention	Following, unadjusted
Optional redemption terms	Make-whole call at Treasury Rate plus 15 basis points Tax call at par
Interest rate	1.550% per annum
Benchmark Treasury	0.625% due May 2017
Benchmark Treasury price	99-18 1/4
Benchmark Treasury yield	0.714%
Spread to benchmark Treasury	87.5 bps
Yield to maturity	1.589%
Date interest starts accruing	June 28, 2012
Interest payment dates	Each December 28 and June 28

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First interest payment date	December 28, 2012
Regular record dates for interest	Each December 13 and June 13
Trustee	The Bank of New York Mellon
Listing	None
Denominations	\$2,000 and increments of \$1,000
Expected ratings of the notes	Moody s: Aa1/Stable

Standard & Poor s: AA-/Stable

Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by Total Capital International and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.

CUSIP / ISIN	89153V AC3 / US89153VAC37
Selling restrictions	European Economic Area, France, UK
Managers	<i>Barclays Capital Inc.</i>

*Morgan Stanley & Co. LLC*

*RBS Securities Inc.*

***The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free Barclays Capital Inc. at 1-888-603-5847, Morgan Stanley at 1-866-718-1649 or RBS Securities Inc. at 1-866-884-2071.***