TOTAL SA
Form FWP
June 18, 2010

Filed pursuant to Rule 433
Registration Statement Nos. 333-159335 and
333-159335-01
June 17, 2010

Final Term Sheet
TOTAL CAPITAL
(A wholly-owned subsidiary of TOTAL S.A.)
$1,250,000,000 3.000% Guaranteed Notes Due 2015
$1,250,000,000 4.450% Guaranteed Notes Due 2020
Guaranteed on an unsecured, unsubordinated basis by
TOTAL S.A.

$1,250,000,000 3.000% Guaranteed Notes Due 2015

Issuer	Total Capital
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	3.000% Guaranteed Notes due 2015
Total initial principal amount being issued	$1,250,000,000
Issue Price	99.609%
Pricing date	June 17, 2010
Expected settlement date	June 24, 2010 (T+5)
Maturity date	June 24, 2015, unless earlier redeemed
Optional redemption terms	Make-whole call at Treasury Rate plus 20 basis points
	Tax call
Interest rate	3.000% per annum
Benchmark Treasury	2.125% due May 2015
Benchmark Treasury Price	100 21
Benchmark Treasury Yield	1.985%
Spread to Benchmark	

Treasury	110 bps
Yield to Maturity	3.085%

Date interest starts accruing	June 24, 2010
Interest payment dates	Each June 24 and December 24
First interest payment date	December 24, 2010
Regular record dates for interest	Each June 9 and December 9
Trustee	The Bank of New York Mellon
Listing	None
Denominations	$1,000 and increments of $1,000
Expected ratings of the notes	Moody s: Aa1/Stable Standard & Poor s: AA/Negative 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 the Total Capital 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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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	89152U AC6 US89152UAC62
Selling restrictions	European Economic Area, France, UK
Managers	***Banc of America Securities LLC*** ***Barclays Capital Inc.*** ***HSBC Securities (USA) Inc.*** ***Credit Suisse Securities (USA) LLC*** ***UBS Securities LLC***

$1,250,000,000 4.450% Guaranteed Notes Due 2020

Issuer	Total Capital
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	4.450% Guaranteed Notes due 2020
Total initial principal amount being issued	$1,250,000,000
Issue Price	99.601%
Pricing date	June 17, 2010
Expected settlement date	June 24, 2010 (T+5)
Maturity date	June 24, 2020, unless earlier redeemed
Optional redemption terms	Make-whole call at Treasury Rate plus 20 basis points
	Tax call
Interest rate	4.450% per annum
Benchmark Treasury	3.500% due May 2020
Benchmark Treasury Price	102 17
Benchmark Treasury Yield	3.200%
Spread to Benchmark Treasury	130 bps
Yield to Maturity	4.500%
Date interest starts accruing	June 24, 2010
Interest payment dates	Each June 24 and December 24
First interest payment date	December 24, 2010
Regular record dates for interest	Each June 9 and December 9

Trustee	The Bank of New York Mellon
Listing	None
Denominations	$1,000 and increments of $1,000
Expected ratings of the notes	Moody s: Aa1/Stable Standard & Poor s: AA/Negative 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 the Total Capital 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	89152U AD4 US89152UAD46
Selling restrictions	European Economic Area, France, UK
Managers	***Banc of America Securities LLC*** ***Barclays Capital Inc.*** ***HSBC Securities (USA) Inc.*** ***Credit Suisse Securities (USA) LLC*** ***UBS Securities LLC***

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 IDEA on the SEC Web site at **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 Banc of America Securities LLC at 1-800-294-1322, Barclays Capital Inc. at 1-888-603-5847, HSBC Securities (USA) Inc. at 1-866-811-8049, Credit Suisse Securities (USA) LLC at 1-800-221-1037 and UBS Securities LLC at 1-877-827-6444 ext. 561 3884.***