

TOTAL SA  
Form FWP  
November 18, 2009

Filed pursuant to Rule 433  
Registration Statement Nos. 333-159335 and  
333-159335-01  
November 17, 2009

**Final Term Sheet**  
**TOTAL CAPITAL**  
**(A wholly-owned subsidiary of TOTAL S.A.)**  
**\$300,000,000 Reopening of 3.125% Guaranteed Notes Due 2015**  
**Guaranteed on an unsecured, unsubordinated basis by**  
**TOTAL S.A.**

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	3.125% Guaranteed Notes due 2015
Total principal amount being issued in the reopening	\$300,000,000
Further issue	The notes will be fungible and form a single issue with Total Capital's \$1,000,000,000 aggregate principal amount of 3.125% Guaranteed Notes Due 2015, which were issued on October 2, 2009. The total aggregate principal amount of the 3.125% Guaranteed Notes Due 2015 following this reopening will be \$1,300,000,000.
Reopening Price	101.056%, plus accrued interest for the period from and including October 2, 2009 up to but excluding November 24, 2009, in the amount of approximately \$4.51 per \$1,000 principal amount of notes, or an aggregate amount of \$1,354,167
Pricing date	November 17, 2009
Expected settlement date	November 24, 2009 (T+5)
Maturity date	October 2, 2015, unless earlier redeemed
Optional redemption terms	Make-whole call at Treasury Rate plus 15 basis points  Tax call
Interest rate	3.125% per annum

Benchmark Treasury	2.375% due October 2014
Benchmark Treasury Price	100-29+
Benchmark Treasury Yield	2.177%
Spread to Benchmark Treasury	+75bps
Yield to Maturity	2.927%
Date interest starts accruing	October 2, 2009
Interest due dates	Each April 2 and October 2
First interest due date	April 2, 2010
Regular record dates for interest	Each March 18 and September 17
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
CUSIP/ ISIN	89152U AA0/ US89152UAA07
Selling restrictions	European Economic Area, France, UK
Managers	Goldman, Sachs & Co. HSBC Securities (USA) Inc.

Note: 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 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.

***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](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 Goldman, Sachs & Co. at +1-866-471-2526 or HSBC Securities (USA) Inc. at +1-866-811-8049.***