

TOTAL SA  
Form FWP  
January 21, 2011

Filed pursuant to Rule 433  
Registration Statements Nos. 333-159335 and  
333-159335-01  
January 21, 2011

**Final Term Sheet**  
**TOTAL CAPITAL**  
**(A wholly-owned subsidiary of TOTAL S.A.)**  
**\$500,000,000 4.125% Guaranteed Notes Due 2021**  
**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	4.125% Guaranteed Notes due 2021
Total initial principal amount being issued	\$500,000,000
Issue Price	99.248%
Pricing date	January 21, 2011
Expected settlement date	January 28, 2011 (T+5)
Maturity date	January 28, 2021, unless earlier redeemed
Day count	30/360
Day count convention	Following
Optional redemption terms	Make-whole call at Treasury Rate plus 15 basis points Tax call at par
Interest rate	4.125% per annum
Benchmark Treasury	2.625% due November 2020
Benchmark Treasury Price	93-14
Benchmark Treasury Yield	3.418%
	80 bps

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Spread to Benchmark  
Treasury

Yield to Maturity 4.218%

Date interest starts accruing January 28, 2011

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Interest payment dates	Each January 28 and July 28
First interest payment date	July 28, 2011
Regular record dates for interest	Each January 13 and July 13
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 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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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 AF9 US89152UAF93
Selling restrictions	European Economic Area, France, UK, Canada
Managers	<b><i>Credit Suisse Securities (USA) LLC Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated Morgan Stanley &amp; Co. Incorporated RBS Securities Inc. UBS Securities LLC</i></b>

***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 Credit Suisse Securities (USA) LLC at 1-800-221-1037, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, Morgan Stanley & Co. Incorporated at 1-866-718-1649, RBS Securities Inc. at 1-866-884-2071 and UBS Securities LLC at 1-877-827-6444 ext. 561 3884.***