

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.

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|---|---|
| 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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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.

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| CUSIP/ ISIN | 89152U AF9 US89152UAF93 |
| Selling restrictions | European Economic Area, France, UK, Canada |
| Managers | <i>Credit Suisse Securities (USA) LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. Incorporated RBS Securities Inc. UBS Securities LLC</i> |

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 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.