

TOTAL SA
Form FWP
June 17, 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 | |

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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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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 | <i>Banc of America Securities LLC</i> <i>Barclays Capital Inc.</i> <i>HSBC Securities (USA) Inc.</i> <i>Credit Suisse Securities (USA) LLC</i> <i>UBS Securities LLC</i> |

\$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 |

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| | |
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