

TOTAL SA  
Form FWP  
September 25, 2009

Filed pursuant to Rule 433  
Registration Statement Nos. 333-159335 and  
333-159335-01  
September 25, 2009

**Final Term Sheet**  
**TOTAL CAPITAL**  
**(A wholly-owned subsidiary of TOTAL S.A.)**  
**\$1,000,000,000 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 initial principal amount being issued	\$1,000,000,000
Issue Price	99.561%
Pricing date	September 25, 2009
Expected settlement date	October 2, 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 August 2014
Benchmark Treasury Price	100-7 1/4
Benchmark Treasury Yield	2.326%
Spread to Benchmark Treasury	88bps
Yield to Maturity	3.206%

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Date interest starts accruing	October 2, 2009
Interest due dates	Each April 2 and October 2
First interest due date	April 2, 2010

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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

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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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 AA0/ US89152UAA07

Selling restrictions                      European Economic Area, France, UK

Managers                                      Banc of America Securities LLC  
Deutsche Bank Securities Inc.

Billing and delivery                      Banc of America 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](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 BofA Merrill Lynch at +1-800-294-1322 or Deutsche Bank Securities at +1-800-503-4611.***