

TOTAL SA  
Form FWP  
September 18, 2012

Filed pursuant to Rule 433  
Registration Statements Nos. 333-180967  
and 333-180967-01  
September 18, 2012

**Final Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

**(A wholly-owned subsidiary of TOTAL S.A.)**

**\$500,000,000 0.750% Guaranteed Notes Due 2016**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

Issuer	Total Capital International
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	\$500,000,000 0.750% Guaranteed Notes Due 2016
Total initial principal amount being issued	\$500,000,000
Issue price	99.928%
Pricing date	September 18, 2012
Expected settlement date	September 25, 2012 (T+5)
Maturity date	January 25, 2016, unless earlier redeemed
Day count	30/360
Day count convention	Following, unadjusted
Optional redemption terms	Make-whole call at Treasury Rate plus 10 basis points Tax call at par
Interest rate	0.750% per annum
Benchmark Treasury	0.250% due September 15, 2015
Benchmark Treasury price	99-23 <sup>1</sup> / <sub>4</sub>
Benchmark Treasury yield	0.342%
Spread to benchmark Treasury	43 bps
Yield to maturity	0.772%
Date interest starts accruing	September 25, 2012

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Interest payment dates

Each January 25 and July 25

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First interest payment date            January 25, 2013  
Regular record dates for interest        Each January 10 and July 10  
Trustee                                        The Bank of New York Mellon  
Listing                                         None  
Denominations                                \$2,000 and increments of \$1,000  
Expected ratings of the notes            Moody s: Aa1/Negative

Standard & Poor s: AA-/Stable

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 International 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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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                                 89153V AD1 / US89153VAD10  
Selling restrictions                         European Economic Area, France, UK  
Managers                                        *Goldman, Sachs & Co.*

*HSBC Securities (USA) Inc.*

*Merrill Lynch, Pierce, Fenner & Smith*

*Incorporated*

*Credit Agricole Securities (USA) Inc.*

*SG Americas 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 EDGAR 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 Goldman, Sachs & Co. toll-free at 1-866-471-2526, HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Credit Agricole Securities (USA) Inc. toll-free at 1-866-807-6030 or SG Americas Securities, LLC toll-free at 1-855-881-2108.***

**Final Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

**(A wholly-owned subsidiary of TOTAL S.A.)**

**\$1,000,000,000 2.700% Guaranteed Notes Due 2023**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

Issuer	Total Capital International
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	\$1,000,000,000 2.700% Guaranteed Notes Due 2023
Total initial principal amount being issued	\$1,000,000,000
Issue price	99.787%
Pricing date	September 18, 2012
Expected settlement date	September 25, 2012 (T+5)
Maturity date	January 25, 2023, unless earlier redeemed
Day count	30/360
Day count convention	Following, unadjusted
Optional redemption terms	Make-whole call at Treasury Rate plus 15 basis points Tax call at par
Interest rate	2.700% per annum
Benchmark Treasury	1.625% due August 15, 2022
Benchmark Treasury price	98-15
Benchmark Treasury yield	1.794%
Spread to benchmark Treasury	93 bps
Yield to maturity	2.724%
Date interest starts accruing	September 25, 2012
Interest payment dates	Each January 25 and July 25

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First interest payment date            January 25, 2013  
Regular record dates for interest        Each January 10 and July 10  
Trustee                                        The Bank of New York Mellon  
Listing                                         None  
Denominations                                \$2,000 and increments of \$1,000  
Expected ratings of the notes            Moody s: Aa1/Negative

Standard & Poor s: AA-/Stable

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 International 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                                 89153V AE9 / US89153VAE92  
Selling restrictions                         European Economic Area, France, UK  
Managers                                      *Goldman, Sachs & Co.*

*HSBC Securities (USA) Inc.*

*Merrill Lynch, Pierce, Fenner & Smith*

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