

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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