

Edgar Filing: TOTAL SA - Form FWP

TOTAL SA  
Form FWP  
February 14, 2012

Filed pursuant to Rule 433  
Registration Statements Nos. 333-159335  
and 333-159335-03  
February 14, 2012

**Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

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

**\$1,000,000,000 1.500% Guaranteed Notes Due 2017**

**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	1.500% Guaranteed Notes due 2017
Total initial principal amount being issued	\$1,000,000,000
Issue Price	99.564%
Pricing date	February 14, 2012
Expected settlement date	February 17, 2012 (T+3)
Maturity date	February 17, 2017, unless earlier redeemed
Day count	30/360
Day count convention	Following
Optional redemption terms	Make-whole call at Treasury Rate plus 15 bps Tax call at par
Interest rate	1.500% per annum
Benchmark Treasury	0.875% due January 2017
Benchmark Treasury Price	100-10
Benchmark Treasury Yield	0.811%
Spread to Benchmark Treasury	78 bps
Yield to Maturity	1.591%
Date interest starts accruing	February 17, 2012
Interest payment dates	Each February 17 and August 17

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First interest payment date August 17, 2012  
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/Stable  
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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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 AA7 / US89153VAA70  
Selling restrictions European Economic Area, France, UK  
Managers

***Credit Suisse Securities (USA) LLC***  
***Merrill Lynch, Pierce, Fenner & Smith Incorporated***  
***Morgan Stanley & Co. 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 toll-free Credit Suisse at 1-800-221-1037, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or Morgan Stanley at 1-866-718-1649.***

**Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

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

**\$1,000,000,000 2.875% Guaranteed Notes Due 2022**

**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	2.875% Guaranteed Notes due 2022
Total initial principal amount being issued	\$1,000,000,000
Issue Price	99.948%
Pricing date	February 14, 2012
Expected settlement date	February 17, 2012 (T+3)
Maturity date	February 17, 2022, unless earlier redeemed
Day count	30/360
Day count convention	Following
Optional redemption terms	Make-whole call at Treasury Rate plus 15 bps Tax call at par
Interest rate	2.875% per annum
Benchmark Treasury	2.000% due February 2022
Benchmark Treasury Price	100-20
Benchmark Treasury Yield	1.931%
Spread to Benchmark Treasury	95 bps
Yield to Maturity	2.881%
Date interest starts accruing	February 17, 2012
Interest payment dates	Each February 17 and August 17
First interest payment date	August 17, 2012
Trustee	The Bank of New York Mellon

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Listing	None
Denominations	\$2,000 and increments of \$1,000
Expected ratings of the notes	Moody s: Aa1/Stable 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 AB5 / US89153VAB53
Selling restrictions	European Economic Area, France, UK
Managers	<i>Credit Suisse Securities (USA) LLC</i>  <i>Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated</i> <i>Morgan Stanley &amp; Co. 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 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 toll-free Credit Suisse at 1-800-221-1037, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or Morgan Stanley at 1-866-718-1649.***