

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2013-01-11**
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SUBJECT COMPANY

TOTAL S.A.

CIK:[879764](#) | IRS No.: **000000000** | State of Incorp.:**10** | Fiscal Year End: **1231**
Type: **FWP** | Act: **34** | File No.: **333-180967** | Film No.: **13523643**
SIC: **1311** Crude petroleum & natural gas

Mailing Address	Business Address
<i>2 PLACE JEAN MILLIER</i>	<i>2 PLACE JEAN MILLIER</i>
<i>ARCHE NORD COUPOLE/</i>	<i>LA DEFENSE 6</i>
<i>REGNAULT</i>	<i>COURBEVOIE 10 92400</i>
<i>PARIS LA DEFENSE CEDEX</i>	<i>33147444546</i>
<i>10 92078</i>	

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Final Term Sheet

TOTAL CAPITAL INTERNATIONAL
(A wholly-owned subsidiary of TOTAL S.A.)

\$250,000,000 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	\$250,000,000 0.750% Guaranteed Notes Due 2016 (to be consolidated and form a single series with the 0.750% Guaranteed Notes due 2016 issued on September 25, 2012)
Total Principal Amount Being Issued in Re-opening	\$250,000,000
Total Principal Amount in Series	\$750,000,000
Issue Price	99.734%
Pricing Date	January 10, 2013
Expected Settlement Date	January 25, 2013 (T+10)
Maturity Date	January 25, 2016, unless earlier redeemed
Day Count	30/360
Business Day 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 Dec 2015
Benchmark Treasury Price	99-21 ³ / ₄
Benchmark Treasury Yield	0.360%
Spread to Benchmark Treasury	Plus 48 basis points
Yield to Maturity	0.840%
Date Interest Starts Accruing	January 25, 2013
Interest Payment Dates	Each January 25 and July 25

First Interest Payment Date	July 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 above that amount
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, United Kingdom
Joint Book-Running Managers	Barclays Capital Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC RBC Capital Markets, LLC 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. 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 Barclays Capital Inc. toll-free at 1-888-603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, RBC Capital Markets, LLC toll-free at 1-866-375-6829 or SG Americas Securities, LLC toll-free at 1-855-881-2108.