

TOTAL SA  
Form FWP  
May 17, 2011

Filed pursuant to Rule 433

Registration Statements Nos. 333-159335 and

333-159335-02

May 17, 2011

**Final Term Sheet**

**TOTAL CAPITAL CANADA LTD.**

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

**\$1,000,000,000 Floating Rate Guaranteed Notes Due 2013**

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

**TOTAL S.A.**

**\$1,000,000,000 Floating Rate Guaranteed Notes Due 2013**

Issuer	Total Capital Canada Ltd.
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	Floating Rate Guaranteed Notes due 2013
Total initial principal amount being issued	\$1,000,000,000
Issue Price	Variable Price Roffer
Pricing date	May 17, 2011
Expected settlement date	May 24, 2011 ( <i>T+5</i> )
Maturity date	May 13, 2013, unless earlier redeemed
Day count	Actual/360
Day count convention	Modified following adjusted
Optional redemption terms	Tax call at par
Interest rate	The Interest Rate for the first Interest Period will be the 3-month U.S. dollar London Interbank Offered Rate ( LIBOR ), as determined on May 20, 2011, plus the Spread (as described below). Thereafter, the Interest Rate for any Interest Period will be U.S. dollar LIBOR, as determined on the applicable Interest Determination Date, plus the Spread. The Interest Rate will be reset quarterly on each Interest Reset Date.
Coupon	3-month LIBOR + 9 bps
Proceeds to Issuer	\$999,599,400

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Date interest starts accruing

May 24, 2011

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Interest payment dates	Each May 13, August 13, November 13 and February 13, subject to adjustment in accordance with the day count convention specified above.
First interest payment date	August 15, 2011
Interest reset dates	The interest reset date for each Interest Period other than the first interest period will be the first day of such interest period, subject to adjustment in accordance with the day count convention specified above.
Interest periods	The period beginning on, and including, an Interest Payment Date and ending on, but not including, the following Interest Payment Date; provided that the first Interest Period will begin on May 24, 2011, and will end on, but not include, the first Interest Payment Date.
Interest determination date	The Interest Determination Date relating to a particular Interest Reset Date will be the second London Business Day preceding such Interest Reset Date.
London business day	Any week day on which banking or trust institutions in London are not authorized generally or obligated by law, regulation or executive order to close.
Regular record dates for interest	Each May 1, August 1, November 1 and February 1
Trustee and calculation agent	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- (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 Canada Ltd. 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	89153U AC5 / US89153UAC53
Selling restrictions	European Economic Area, France, UK, Canada
Managers	<b><i>Citigroup Global Markets Inc.</i></b>

### ***J.P. Morgan Securities LLC***

Calculation of U.S. dollar LIBOR	The Calculation Agent will determine U.S. dollar LIBOR in accordance with the following provisions: With respect to any Interest Determination Date, U.S. dollar LIBOR will be the rate for deposits in U.S. dollars having a maturity of three months commencing on the Interest Reset Date that appears on the designated LIBOR page as of 11:00 a.m., London time, on that Interest Determination Date. If no rate appears, U.S. dollar
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LIBOR, in respect of that Interest Determination Date, will be determined as follows: the Calculation Agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected by the Calculation Agent (after consultation with the Issuer), to provide the Calculation Agent with its offered quotation for deposits in U.S. dollars for the period of three months, commencing on the Interest Reset Date, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on that Interest Determination Date and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time. If at least two quotations are provided, then U.S. dollar LIBOR on that Interest Determination Date will be the arithmetic mean of those quotations. If fewer than two quotations are provided, then U.S. dollar LIBOR on the Interest Determination Date will be the arithmetic mean of the rates quoted at approximately 11:00 a.m, New York City time, on the Interest Determination Date by three major banks in The City of New York selected by the Calculation Agent (after consultation with the Issuer) for loans in U.S. dollars to leading European banks, having a three-month maturity and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time; provided, however, that if the banks selected by the Calculation Agent are not providing quotations in the manner described by this sentence, U.S. dollar LIBOR determined as of that Interest Determination Date will be U.S. dollar LIBOR in effect on that Interest Determination Date. The designated LIBOR page is the Reuters screen LIBOR01 , or any successor service for the purpose of displaying the London interbank rates of major banks for U.S. dollars. The Reuters screen LIBOR01 is the display designated as the Reuters screen LIBOR01 , or such other page as may replace the Reuters screen LIBOR01 on that service or such other service or services as may be denominated by the British Bankers' Association for the purpose of displaying London interbank offered rates for U.S. dollar deposits. All calculations made by the Calculation Agent for the purposes of calculating the Interest Rate on the Floating Rate Guaranteed Notes Due 2013 shall be conclusive and binding on the holders of Floating Rate Guaranteed Notes Due 2013, TOTAL S.A., TOTAL CAPITAL CANADA LTD. and the trustee, absent manifest error.

***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. 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 Citigroup Global Markets Inc. at 1-877-858-5407 or J.P. Morgan Securities LLC toll free at 1-212-834-4533.***