

TOTAL SA
Form 6-K
January 28, 2011

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K
REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934
January 28, 2011
Commission File Number 001-10888
TOTAL S.A.**

(Translation of registrant's name into English)
2, place Jean Millier
La Défense 6
92400 Courbevoie
France

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.)

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (NOS. 333-159335, 333-159335-01 AND 333-159335-02) OF TOTAL S.A., TOTAL CAPITAL AND TOTAL CAPITAL CANADA LTD. AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

TABLE OF CONTENTS

SIGNATURES

Exhibit Index

EX-4.1: Officer's Certificate of Total Capital

EX-4.2: Officer's Certificate of Total Capital Canada Ltd.

EX-5.1: Opinion of Peter Herbel, General Counsel of Total S.A.

EX-5.2: Opinion of Jonathan E. Marsh, Group U.S. Counsel of Total S.A.

EX-5.3: Opinion of Bennett Jones LLP, counsel to Total Capital Canada Ltd. and TOTAL S.A.

Table of Contents

TOTAL S.A. is providing on this Form 6-K (i) the Officer's Certificate pursuant to Sections 102 and 301 of the Indenture dated as of October 2, 2009, among Total Capital, TOTAL S.A. and The Bank of New York Mellon, as Trustee (the Total Capital Indenture), (ii) the Officer's Certificate pursuant to Sections 102 and 301 of the Indenture dated as of January 28, 2011, among Total Capital Canada Ltd., TOTAL S.A. and The Bank of New York Mellon, as Trustee (the Total Canada Indenture), (iii) the Opinion of Peter Herbel, General Counsel of TOTAL S.A., as to the validity of the Notes and the Guarantee issued on January 28, 2011, pursuant to the Total Capital Indenture and the Total Canada Indenture, as to certain matters of French law, (iv) the Opinion of Jonathan E. Marsh, Group U.S. Counsel of TOTAL S.A., as to the validity of the Notes and the Guarantee issued on January 28, 2011, pursuant to the Total Capital Indenture and the Total Canada Indenture, as to certain matters of United States law and (v) the Opinion of Bennett Jones LLP, counsel to Total Capital Canada Ltd. and TOTAL S.A., as to the validity of the Notes and the Guarantee issued on January 28, 2011, pursuant to the Total Canada Indenture, as to certain matters of Canadian law.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOTAL S.A.

Date: January 28, 2011

By: /s/ JEROME SCHMITT
Name: Jérôme SCHMITT
Title: Treasurer

Table of Contents

Exhibit Index

- Exhibit 4.1 Officer s Certificate pursuant to Sections 102 and 301 of the Total Capital Indenture dated as of October 2, 2009, among Total Capital, TOTAL S.A., and The Bank of New York Mellon, as Trustee.
- Exhibit 4.2 Officer s Certificate pursuant to Sections 102 and 301 of the Total Canada Indenture dated as of January 28, 2011, among Total Capital Canada Ltd., TOTAL S.A., and The Bank of New York Mellon, as Trustee.
- Exhibit 5.1 Opinion of Peter Herbel, General Counsel of TOTAL S.A., as to the validity of the Notes and the Guarantee issued on January 28, 2011, pursuant to the Total Capital Indenture and the Total Canada Indenture, as to certain matters of French law.
- Exhibit 5.2 Opinion of Jonathan E. Marsh, Group U.S. Counsel of TOTAL S.A., as to the validity of the Notes and the Guarantee issued on January 28, 2011, pursuant to the Total Capital Indenture and the Total Canada Indenture, as to certain matters of United States law.
- Exhibit 5.3 Opinion of Bennett Jones LLP, counsel to Total Capital Canada Ltd. and TOTAL S.A., as to the validity of the Notes and the Guarantee issued on January 28, 2011, pursuant to the Total Canada Indenture, as to certain matters of Canadian law.