

TOTAL SA  
Form F-6EF  
February 01, 2011

As filed with the Securities and Exchange Commission on February 1, 2011

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM F-6**

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares

of

**TOTAL S.A.**

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

THE REPUBLIC OF FRANCE

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

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(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
		<b>\$5.00</b>	<b>\$25,000,000</b>	<b>\$2,902.50</b>

**American Depositary Shares, each American Depositary Share representing Ordinary Shares, of TOTAL S.A.**      **500,000,000 American Depositary Shares**

1  
For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

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The prospectus consists of the proposed Form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

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PART I  
INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 16, 17, 20, and 21

securities

(iii) The collection and distribution of dividends

Articles number 3, 5, 11, 13, 14, 15, 19, 20, and 24

(iv) The transmission of notices, reports and proxy

Articles number 12, 16, 17, 18, 20,

soliciting material

and 21

(v) The sale or exercise of rights

Articles number 12, 14, 15, 20, and 24

(vi) The deposit or sale of securities resulting from

Articles number 11, 15, and 16

dividends, splits or plans of reorganization

(vii) Amendment, extension or termination of the

Articles number 23 and 24

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 17 and 18

transfer books of the depository and the list of

holders of Receipts

(ix) Restrictions upon the right to transfer or

Articles number 2, 3, 4, 5, 6, 8, and

withdraw the underlying securities

25

(x) Limitation upon the liability of the depository

Articles number 12, 14, 20, 21, and 24

3. Fees and Charges

Articles number 7, 11, 12, 23, and 24

Item 2.

Available Information

Public reports furnished by issuer

Article number 17

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of October 30, 1991, as amended and restated on September 30, 1993, as further amended and restated as of May 6, 1999, as further amended and restated as of June 21, 1999, as amended and restated as of August 7, 2003, and as further amended and restated as of March 4, 2008, among TOTAL S.A., The Bank of New York Mellon as Depositary, and all Holders from time to time of American Depositary Shares issued thereunder. Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

f.

Power of Attorney. Filed herewith as Exhibit 7.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 1, 2011.

Legal entity created by the agreement for the issuance of American Depositary Shares for Ordinary Shares, of TOTAL S.A.

By:

The Bank of New York Mellon,

As Depositary

By: /s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, TOTAL S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Paris, France on February 1, 2011.

**TOTAL S.A.**

By: /s/ Jérôme Schmitt

Name: Jérôme Schmitt

Title: Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 1, 2011.

\*

Christophe de Margerie  
Chairman and Chief Executive Officer (Principal Executive Officer)

\*

Patrick de La Chevardière  
Executive Vice President, Chief Financial Officer (Principal Financial Officer)

\*

Dominique Bonnet  
Chief Accounting Officer (Principal Financial Officer)

\_\_\_\_\_  
Patrick Artus  
Director

\*

Patricia Barbizet  
Director

\_\_\_\_\_  
Daniel Bouton  
Director

\*

Gunnar Brock  
Director

\*

Claude Clément  
Director



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\*  
Bertrand Collomb  
Director

\*  
Paul Desmarais Jr.  
Director

\*  
Thierry Desmarest  
Director

\*  
Bertrand Jacquillat  
Director

\*  
Anne Lauvergeon  
Director

\_\_\_\_\_  
Lord Levene of Portsoken  
Director

\*  
Claude Mandil  
Director

\*  
Michel Pébereau  
Director

\*  
Thierry de Rudder  
Director

\*  
Robert Hammond  
Authorized Representative in the United States

By: /s/ Jérôme Schmitt  
Name: Jérôme Schmitt  
\*Attorney-in-fact

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

Form of Deposit Agreement dated as of October 30, 1991, as amended and restated on September 30, 1993, as further amended and restated as of May 6, 1999, as further amended and restated as of June 21, 1999, as amended and

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restated as of August 7, 2003, and as further amended and restated as of March 4, 2008, among TOTAL S.A, The Bank of New York Mellon as Depositary, and all Holders from time to time of American Depositary Shares issued thereunder.

4

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.

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Certification under Rule 466.

7

Power of Attorney.