

TOTAL S.A.  
Form SC 13G/A  
February 09, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

Under the Securities Exchange Act of 1934

(Amendment No. 3)

Total S.A.  
(Name of Issuer)

Ordinary Shares  
(Title of Class of Securities)

89151E1091  
(CUSIP Number)

December 31, 2015  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 This CUSIP number applies to the Issuer's American Depositary Shares.

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1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Amundi  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a)   
(b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of France  
NUMBER OF 5 SOLE VOTING POWER  
SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

6 SHARED VOTING POWER

66,187,570  
7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER

9 183,753,375  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

183,753,375 shares  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

Not Applicable

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

12 *7.5%*  
TYPE OF REPORTING (SEE  
INSTRUCTIONS)

HC

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1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Amundi Asset Management  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a)   
(b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of France

NUMBER OF 5 SOLE VOTING POWER  
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

6 SHARED VOTING POWER

65,688,917

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

169,618,656

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

170,195,042 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

Not Applicable

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

12 7.0%  
TYPE OF REPORTING (SEE  
INSTRUCTIONS)

FI

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Item Name of Issuer: Total S.A.

1(a).

Item Address of Issuer's Principal Executive Offices:

1(b).

2, place Jean Miller  
La Defense 6  
92400 Courbevoie  
France

Item Name of Person(s) Filing:

2(a).

Amundi  
Amundi Asset Management

Item Address of Principal Business Office or, if None, Residence:

2(b).

Both Amundi and Amundi Asset Management maintain their principal offices at:  
90 boulevard Pasteur  
75015 Paris, France

Item Citizenship:

2(c).

Both Amundi and Amundi Asset Management are organized under the laws of the Republic of France.

Item Title of Class of Securities:

2(d).

Ordinary Shares

Item CUSIP Number:

2(e).

89151E109. This CUSIP number applies to the Issuer's American Depositary Shares. The ISIN number for the ordinary shares is ISIN FR0000120271.

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

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- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (j)  o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

If filing as a non-US institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Amundi is a holding company organized under the laws of France as a *société anonyme*.  
Amundi Asset Management is an investment company organized under the laws of France as a *société anonyme*.

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Item Ownership:

4.

Amundi is an affiliate of Credit Agricole S.A., a French bank, which holds 74.16% of the stock of Amundi. Amundi Asset Management is a wholly-owned subsidiary of Amundi.

(a) Amount beneficially owned: See item 9 of each cover page.

(b) Percent of class: See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page.

Item Ownership of Five Percent or Less of a Class:

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following:

Item Ownership of More than Five Percent on Behalf of Another

6. Person:

Not Applicable.

Item Identification and Classification of the Subsidiary Which

7. Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Identification and Classification of Members of the Group:

Item

8. Not Applicable

Item Notice of Dissolution of Group:

9.  
Not Applicable

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Item Certification:

10.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED as a sealed instrument this 9th day of February, 2016.

Amundi

By: /s/ L. Legouet

By: L. Legouet

Title: Amundi General Counsel

Amundi Asset Management

By: /s/ L. Legouet

By: L. Legouet

Title: Amundi Asset Management General Counsel

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Exhibit 1

## AGREEMENT

Each of the undersigned, pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, hereby agrees that only one statement containing the information required by Schedule 13G needs be filed with respect to the ownership by each of the undersigned of the shares of ordinary shares of Total S.A. that the Schedule 13G to which this Agreement is appended as Exhibit 1 is to be filed with the Securities and Exchange Commission on behalf of each of the undersigned on or about the date hereof.

EXECUTED as a sealed instrument this 9th day of February, 2016.

Amundi

By: /s/ L. Legouet  
By: L. Legouet  
Title: Amundi General Counsel

Amundi Asset Management

By: /s/ L. Legouet  
By: L. Legouet  
Title: Amundi Asset Management General Counsel