

TOTAL SA  
Form F-3/A  
September 29, 2005

As filed with the Securities and Exchange Commission on September 29, 2005

Registration Nos. 333-104463

104463-01

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Pre-effective  
Amendment No. 6 to FORM F-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**TOTAL S.A.  
TOTAL CAPITAL**

*(Exact name of Registrants as specified in their charters)*

**Republic of France**

*(State or other jurisdiction of Incorporation or organization)*

**Not Applicable**

*(I.R.S. Employer Identification Nos.)*

**Total S.A.**

**Total Capital**

**2, place de la Coupole**

**La Défense 6**

**92400 Courbevoie**

**France**

**011-331-4744-4546**

*(Address and telephone number of Registrants principal executive offices)*

**CT Corporation System**

**111 Eighth Avenue,**

**New York, New York 10011**

**212-894-8940**

*(Name, address and telephone number of agent for service)*

*Please send copies of all communications to:*

**Jonathan E. Marsh  
Group U.S. Counsel  
Total S.A.  
2, place de la Coupole  
La Défense 6  
92400 Courbevoie  
France  
011-331-4744-4546**

**Richard G. Asthalter  
Sullivan & Cromwell LLP  
24, rue Jean Goujon  
75008 Paris  
France  
011-331-7304-1000**

**Andrew A. Bernstein  
Cleary Gottlieb Steen & Hamilton  
LLP  
12, rue de Tilsitt  
75008 Paris  
France**

**Charles Paris de Bollardière  
Group Treasurer  
Total S.A.  
2, place de la Coupole  
La Défense 6  
92400 Courbevoie  
France  
011-331-4744-4546**

011-331-4074-6800

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement as determined by market conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Unit(2)(3)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Debt Securities	\$4,000,000,000	100%	\$4,000,000,000	\$323,600(5)
Guarantee of the Debt Securities(4)				

(1) In U.S. dollars or their equivalent in foreign denominated currencies or composite currencies.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.

(3) In no event will the aggregate initial public offering price of the securities issued under this Registration Statement exceed \$4,000,000,000 or if any Debt Securities are issued (i) at an original issue discount, such greater amount as shall result in aggregate net proceeds not in excess of \$4,000,000,000 to the Registrants or (ii) with a principal amount denominated in a foreign currency, such amount as shall result in an aggregate initial offering price equivalent to a maximum of \$4,000,000,000.

(4) Pursuant to Rule 457(n), no separate fee for the Guarantee is payable.

(5) Previously paid.

**The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.**



**EXPLANATORY NOTE**

The purpose of this Amendment No. 6 is solely to file Exhibit 23.1 and Exhibit 23.2 to this registration statement as set forth below in Item 9 of Part II. No changes have been made to Part I or Items 8 and 10 of the registration statement. Accordingly, they have been omitted.

**PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 9. Exhibits**

<b>Exhibit Number</b>	<b>Description of Document</b>
1.1	Form of Underwriting Agreement for Total Capital Guaranteed Debt Securities.*
1.2	Form of Underwriting Agreement for Total S.A. Debt Securities.*
4.1	Form of Indenture, among Total Capital, Total S.A., and JPMorgan Chase Bank, N.A.*
4.2	Form of Indenture, between Total S.A. and JPMorgan Chase Bank, N.A.*
4.3	Form of Debt Securities for Total Capital and Guarantee relating thereto (included in Exhibit 4.1).*
4.4	Form of Debt Securities for Total S.A. (included in Exhibit 4.2).*
4.5	<i>Statuts</i> of Total S.A. (incorporated by reference to Exhibit 1 filed in Total S.A.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2004).*
5.1	Opinion of Alain-Marc Irissou, General Counsel of Total S.A., as to the validity of the Debt Securities and the Guarantees as to certain matters of French law.*
5.2	Opinion of Jonathan E. Marsh, Group U.S. Counsel of Total S.A. as to the validity of the Debt Securities and the Guarantees as to certain matters of United States law.*
8.1	Opinion of Sullivan & Cromwell LLP as to certain matters of French taxation.*
8.2	Opinion of Sullivan & Cromwell LLP as to certain matters of U.S. taxation.*
12.1	Computation of ratio of earnings to fixed charges.*
23.1	Consent of Ernst & Young Audit, concerning financial statements of Total S.A. as of and for the three years ended December 31, 2004.
23.2	Consent of KPMG S.A., concerning financial statements of Total S.A. as of and for the three years ended December 31, 2004.
23.3	Consent of Alain-Marc Irissou, General Counsel of Total S.A. (included in Exhibit 5.1 above).*
23.4	Consent of Jonathan E. Marsh, Group U.S. Counsel of Total S.A. (included in Exhibit 5.2 above).*
23.5	Consent of Sullivan & Cromwell LLP, French tax counsel to Total S.A. and Total Capital (included in Exhibit 8.1 above).*
23.6	Consent of Sullivan & Cromwell LLP, U.S. tax counsel to Total S.A. and Total Capital (included in Exhibit 8.2 above).*
24.1	Powers of attorney.*
25.1	Statement of eligibility of Trustee on Form T-1 with respect to Exhibit 4.1 above.*
25.2	Statement of eligibility of Trustee on Form T-1 with respect to Exhibit 4.2 above.*

\* Previously filed.

**SIGNATURES OF TOTAL S.A.**

Pursuant to the requirements of the Securities Act of 1933, Total S.A. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Pre-Effective Amendment No. 6 to the Registration Statement (File No. 333-104463) to be signed on its behalf by the undersigned, thereunto duly authorized, in Paris, France on September 29, 2005.

Total S.A.

By: /s/ Charles Paris de Bollardière

Name: Charles Paris de Bollardière

Title: Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on September 29, 2005.

<b>Signature</b>	<b>Title</b>
Thierry Desmarest*	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
Thierry Desmarest	
Robert Castaigne*	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
Robert Castaigne	
Dominique Bonsergent*	Chief Accounting Officer (Principal Accounting Officer)
Dominique Bonsergent	
	Director
Daniel Boeuf	
Daniel Bouton*	Director
Daniel Bouton	
Bertrand Collomb*	Director
Bertrand Collomb	

<b>Signature</b>	<b>Title</b>
Paul Desmarais, Jr.	Director
Jacques Friedmann*	Director
Jacques Friedmann	
Professor Bertrand Jacquillat*	Director
Professor Bertrand Jacquillat	
Antoine Jeancourt-Galignani*	Director
Antoine Jeancourt-Galignani	
Anne Lauvergeon*	Director
Anne Lauvergeon	
	Director
Lord Levine of Portsoken KBE	
Maurice Lippens*	Director
Maurice Lippens	
	Director
Michel Pébereau	
Thierry de Rudder*	Director
Thierry de Rudder	
Jürgen Sarrazin*	Director
Jürgen Sarrazin	
Serge Tchuruk*	Director
Serge Tchuruk	
Pierre Vaillaud*	Director
Pierre Vaillaud	

Robert O. Hammond\*

Authorized Representative in the  
United States

Robert O. Hammond

\*By: /s/ Charles Paris de Bollardière

Charles Paris de Bollardière  
Attorney-in-Fact

II-3

---



**SIGNATURES OF TOTAL CAPITAL**

Pursuant to the requirements of the Securities Act of 1933, Total Capital certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Pre-Effective Amendment No. 6 to the Registration Statement (File No. 333-104463-01) to be signed on its behalf by the undersigned, thereunto duly authorized, in Paris, France on September 29, 2005.

Total Capital  
By: /s/ Charles Paris de Bollardière

Name: Charles Paris de Bollardière  
Title: Chairman, President and Chief  
Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on September 29, 2005.

**Signature**

**Title**

/s/ Charles Paris de Bollardière

Chairman, President and Chief Executive Officer and Director  
(Principal Executive Officer)

Charles Paris de Bollardière

Pierre Lefort\*

Chief Accounting Officer and Director (Principal Financial and  
Accounting Officer)

Pierre Lefort

Dominique Bonsergent\*

Director

Dominique Bonsergent

Mathieu Faury\*

Director

Mathieu Faury

Marc Formery\*

Director

Marc Formery

Hervé Jaskulké\*

Director

Hervé Jaskulké

Robert O. Hammond\*

Authorized Representative in the United States

Robert O. Hammond

\*By: /s/ Charles Paris de Bollardière

Attorney-in-Fact

Charles Paris de Bollardière



**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Document</b>
1.1	Form of Underwriting Agreement for Total Capital Guaranteed Debt Securities.*
1.2	Form of Underwriting Agreement for Total S.A. Debt Securities.*
4.1	Form of Indenture, among Total Capital, Total S.A., and JPMorgan Chase Bank, N.A.*
4.2	Form of Indenture, between Total S.A. and JPMorgan Chase Bank, N.A.*
4.3	Form of Debt Securities for Total Capital and Guarantee relating thereto (included in Exhibit 4.1).*
4.4	Form of Debt Securities for Total S.A. (included in Exhibit 4.2).*
4.5	<i>Statuts</i> of Total S.A. (incorporated by reference to Exhibit 1 filed in Total S.A.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2004).*
5.1	Opinion of Alain-Marc Irissou, General Counsel of Total S.A., as to the validity of the Debt Securities and the Guarantees as to certain matters of French law.*
5.2	Opinion of Jonathan E. Marsh, Group U.S. Counsel of Total S.A. as to the validity of the Debt Securities and the Guarantees as to certain matters of United States law.*
8.1	Opinion of Sullivan & Cromwell LLP as to certain matters of French taxation.*
8.2	Opinion of Sullivan & Cromwell LLP as to certain matters of U.S. taxation.*
12.1	Computation of ratio of earnings to fixed charges.*
23.1	Consent of Ernst & Young Audit, concerning financial statements of Total S.A. as of and for the three years ended December 31, 2004.
23.2	Consent of KPMG S.A., concerning financial statements of Total S.A. as of and for the three years ended December 31, 2004.
23.3	Consent of Alain-Marc Irissou, General Counsel of Total S.A. (included in Exhibit 5.1 above).*
23.4	Consent of Jonathan E. Marsh, Group U.S. Counsel of Total S.A. (included in Exhibit 5.2 above).*
23.5	Consent of Sullivan & Cromwell LLP, French tax counsel to Total S.A. and Total Capital (included in Exhibit 8.1 above).*
23.6	Consent of Sullivan & Cromwell LLP, U.S. tax counsel to Total S.A. and Total Capital (included in Exhibit 8.2 above).
24.1	Powers of attorney.*
25.1	Statement of eligibility of Trustee on Form T-1 with respect to Exhibit 4.1 above.*
25.2	Statement of eligibility of Trustee on Form T-1 with respect to Exhibit 4.2 above.*

\*Previously filed.