

TOTAL SA  
Form S-8  
February 06, 2006

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As filed with the Securities and Exchange Commission on February 6, 2006

Registration No. 333-\_\_\_\_\_

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
TOTAL S.A.**

(Exact name of registrant as specified in its charter)

Republic of France	98-0227345
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification Number)

2 place de la Coupole  
La Défense 6  
92078 Paris La Défense Cedex  
France  
Phone: (011-33-1) 47.44.45.46  
(Address of principal executive offices) (Zip code)

**TOTAL HOLDINGS USA, INC.  
2006 EMPLOYEE SHAREHOLDER PLAN  
(Full Title of the Plan)**

C T Corporation System  
111 Eighth Avenue  
New York, New York 10011  
(212) 894-8940  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered <sup>(1)</sup>	Amount to be registered <sup>(2)</sup>	Proposed maximum offering price per share <sup>(3)</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Shares, nominal value 10 euros per share	500,000	\$ 198.60	\$ 99,300,000	\$ 10,625.10

- (1) The Shares being registered under this registration statement may be represented by the Registrant's American Depositary Shares. Each Share represents two American Depositary Shares.
  
- (2) The maximum number of Shares, corresponding to 1,000,000 American Depositary Shares, which may be granted under the Total Holdings USA, Inc. 2006 Employee Shareholder Plan. Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
  
- (3) Based on the offering price

per American  
Depositary  
Share of \$99.30  
pursuant to the  
terms of the  
Plan.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3 .. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the Commission ) by TOTAL S.A., a corporation organized under the laws of the Republic of France (the Corporation or the Registrant ), are incorporated herein by reference:

(1) The Corporation s Annual Report on Form 20-F for the fiscal year ended December 31, 2004, filed with the Commission on April 20, 2005;

(2) The Corporation s Reports on Form 6-K, filed with the SEC on June 17, 2005, September 27, 2005 and January 18, 2006; and

(3) The description of the Corporation s common shares and American Depositary Receipts contained in the Corporation s Amended Registration Statement on Form 8-A/A filed with the Commission on March 19, 2004.

All documents filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), after the date of this registration statement but prior to the filing of a post-effective amendment which indicates that all remaining securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents.

Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4 .. Description of Securities.**

Not applicable.

**Item 5 . Interest of Named Experts and Counsel.**

Not applicable.

**Item 6 .. Indemnification of Directors and Officers.**

The Corporation maintains liability insurance for directors and officers including insurance against liabilities under the Securities Act of 1933, as amended (the Securities Act ).

**Item 7 . Exemption from Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

- 4.1 *Statuts* (charter and bylaws) of the Corporation (as amended through May 6, 2004) (English translation) (incorporated by reference to Exhibit 1 to the Corporation's Annual Report on Form 20-F for the fiscal year ended December 31, 2004, filed with the Commission on April 20, 2005).
- 4.2 Form of Deposit Agreement (including the form of American Depositary Receipt) among Total S.A., The Bank of New York as depositary and all holders from time to time of American Depositary Receipts, dated October 30, 1991, as amended and restated on September 30, 1993, May 6, 1999, June 21, 1999 and August 7, 2003 (as filed with the Commission on July 24, 2003 as an exhibit to the Corporation's Registration Statement on Form F-6 and incorporated herein by reference).
- \*5.1 Opinion of Peter Herbel, General Counsel to the Corporation.
- \*23.1 Consent of Ernst & Young Audit
- \*23.2 Consent of KPMG S.A.
- \*23.3 Consent of Peter Herbel, General Counsel to the Corporation (included in the opinion filed as Exhibit 5.1).
- \*24 Power of Attorney.

\* filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

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provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Paris, France on February 6, 2006.

TOTAL S.A.

By: /s/ Charles Paris de Bollardiere  
Charles Paris de Bollardière  
Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed on February 6, 2006, by the following persons in the capacities indicated.

<b>Signatures</b>	<b>Title</b>
/s/ Thierry Desmarest*	Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer)
Thierry Desmarest	
/s/ Robert Castaigne*	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
Robert Castaigne	
/s/ Dominique Bonsergent*	Chief Accounting Officer (Principal Accounting Officer)
Dominique Bonsergent	
/s/ Daniel Boeuf*	Director
Daniel Boeuf	
	Director
Daniel Bouton	
	Director
Bertrand Collomb	
/s/ Paul Desmarais Jr.*	Director
Paul Desmarais Jr.	
/s/ Jacques Friedmann*	Director

Jacques Friedmann

/s/ Bertrand Jacquillat\*      Director

Professor Bertrand  
Jacquillat

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<b>Signatures</b>	<b>Title</b>
/s/ Antoine Jeancourt-Galignani*	Director
Antoine Jeancourt-Galignani	
/s/ Anne Lauvergeon*	Director
Anne Lauvergeon	
	Director
Peter Levene of Portsoken	
/s/ Maurice Lippens*	Director
Maurice Lippens	
/s/ Michel Pébureau*	Director
Michel Pébureau	
/s/ Thierry de Rudder*	Director
Thierry de Rudder	
/s/ Jürgen Sarrazin*	Director
Jürgen Sarrazin	
	Director
Serge Tchuruk	
/s/ Pierre Vaillaud*	Director
Pierre Vaillaud	
/s/ Robert O. Hammond*	Authorized Representative of the United States
Robert O. Hammond	

\*By: /s/ Charles Paris de Bollardière

Charles Paris de Bollardière  
Attorney-in-fact

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