

**THIRD SUPPLEMENT DATED 7 MAY 2008 TO THE DEBT ISSUANCE PROGRAMME PROSPECTUS
DATED 23 OCTOBER 2007**

TOTAL S.A.

(Incorporated as a société anonyme in the Republic of France)

TOTAL CAPITAL

(Incorporated as a société anonyme in the Republic of France)

€12,000,000,000

**Euro Medium Term Note Programme
Due from seven days from the date of original issue.**

This Third Supplement (the “**Supplement**”) constitutes a supplement to the Debt Issuance Programme Prospectus dated 23 October 2007, as supplemented by a first supplement to the Debt Issuance Programme Prospectus dated 7 November 2007 and by a second supplement to the Debt Issuance Programme Prospectus dated 14 February 2008 (together, the “**Programme Prospectus**”) for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities, and is prepared in connection with the €12,000,000,000 Euro Medium Term Note Programme established by TOTAL S.A. (“**Total**”) and TOTAL CAPITAL (“**Total Capital**”) and together with Total, the “**Issuers**”). Terms defined in the Programme Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Programme Prospectus.

To the knowledge of Total (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. Total accepts responsibility accordingly. To the knowledge of Total Capital (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. Total Capital accepts responsibility accordingly.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for securities of the Issuers before this Supplement is published and before such securities have been issued, have the right, exercisable within a time limit of minimum two working days after the publication of this Supplement, to withdraw their acceptances.

On 6 May 2008 Total Capital paid a dividend for the fiscal year 2007 of €83.40 per share corresponding to a total amount of €2,502,000.

On 7 May 2008 Total published its consolidated unaudited interim financial statements as at and for the three month period ended 31 March 2008 in a news release and Total Capital published its unaudited interim financial statements as at and for the three month period ended 31 March 2008. A copy of each of these financial statements has been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Third Supplement, such financial statements are incorporated by reference in, and form part of, the Programme Prospectus. Copies of all such documents incorporated by reference in the Programme Prospectus can be obtained from the respective registered offices of the Issuers as set out at the end of the Programme Prospectus and at the offices of each Paying Agent, as described on page 29 of the Programme Prospectus. Copies of all such documents incorporated by reference in the Programme Prospectus and of this Supplement are also available on the Luxembourg Stock Exchange's website, www.bourse.lu. Information contained in the documents incorporated by reference other than information listed in the table below is for information only.

Information incorporated by reference	Reference	Language version
News Release – Total First Quarter 2008 Results (consolidated)		English
Income statement relating to the above	part I, page 20	
Balance Sheet relating to the above	part I, page 21	
Cash Flow Statement	part I, page 22	
Notes relating to the above	part II, page 1-8	
Total Capital - Period from January 1 to March 31, 2008 Review Report of the Statutory Auditors on the Interim Financial Statements		English
Balance sheet relating to the above	page 6	
Income Statement relating to the above	page 8	
Cash Flow Statement	page 10	
Notes relating to the above	page 11-21	
Accounting principles relating to the above	page 13-14	
Review report relating to the above	page 1-2	

To the extent that there is any inconsistency between (a) any statement included or incorporated by reference in this Supplement and (b) any statement included or incorporated by reference in the Programme Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Programme Prospectus since the publication thereof.