

TOTAL SA  
Form S-8 POS  
April 08, 2004

As filed with the Securities and Exchange Commission on April 8, 2004

Registration No. 333-113747

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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**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.**  
**2004 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**

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<b>Title of securities to be registered<sup>(1)</sup></b>	<b>Amount to be registered<sup>(1)(2)</sup></b>	<b>Proposed maximum offering price per share<sup>(3)</sup></b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee<sup>(4)</sup></b>
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Shares, nominal value 10 euros  
per share

500,000

\$134.88

\$67,440,000

\$68.42

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- (1) The Shares were registered under the Registration Statement on Form S-8 (Registration No. 333-113747) filed on March 19, 2004.
  - (2) The maximum number of Shares which may be granted under the Total Holdings USA, Inc. 2004 Employee Shareholder Plan (the Plan ). The Shares will be represented by the Registrant s American Depositary Shares. Each American Depositary Share represents one-half of a Share.
  - (3) The proposed maximum offering price per share was set at \$134.88 per share pursuant to the terms of the Plan.
  - (4) The registration fee payable in connection with this Post-Effective Amendment No. 1 is \$68.42, representing the difference between the correct registration fee of \$8,544.11 and the registration fee of \$8,476.23 paid on March 19, 2004 in connection with the filing of the Registration Statement on Form S-8 (Registration No. 333-113747).
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EXPLANATORY STATEMENT

We are filing this Post-Effective Amendment No. 1 to our Registration Statement on Form S-8 (Registration No. 333-113747) solely for the purpose of (i) amending the proposed maximum offering share price per share from \$133.80 to \$134.88 and the proposed maximum aggregate offering price from \$66,900,000 to 67,440,000 to correct an error in the exchange rate used to calculate these amounts, pursuant to Rule 456, and (ii) paying an additional registration fee of \$68.42, representing the difference between the correct registration fee of \$8,544.11 and the registration fee of \$8,476.23 paid on March 19, 2004 in connection with the filing of the Registration Statement on Form S-8 (Registration No. 333-113747).

**Item 8. Exhibits.**

- 24 Power of Attorney, previously filed on Registration Statement on Form S-8 (Registration No. 333-113747), to which this Post-Effective Amendment No. 1 relates and incorporated herein by reference.

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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 Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Paris, France on April 8, 2004.

TOTAL S.A.

By: /s/ Charles Paris de Bollardière

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Charles Paris de Bollardière  
Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 has been signed on April 8, 2004, by the following persons in the capacities indicated.

<b>Signatures</b>	<b>Title</b>
<hr/>	<hr/>
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	
Daniel Bouton*	Director
Daniel Bouton	
<hr/>	Director
Bertrand Collomb	
Paul Desmarais Jr.*	Director
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Paul Desmarais Jr.	Director
Jacques Friedmann*	
<hr/>	Director
Jacques Friedmann	
<hr/>	Director
Professor Bertrand Jacquillat	



Signatures	Title
_____ Antoine Jeancourt-Galignani*	Director
_____ Antoine Jeancourt-Galignani Anne Lauvergeon*	Director
_____ Anne Lauvergeon 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 of the United States
_____ Robert O. Hammond	
_____ *By: /s/ Charles Paris de Bollardière	
_____ Charles Paris de Bollardière Attorney-in-fact	



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24	Power of Attorney, previously filed on Registration Statement on Form S-8 (Registration No. 333-113747), to which this Post-Effective Amendment No. 1 relates and incorporated herein by reference.