Final Terms dated 4 June 2012

GDF SUEZ

Euro 25,000,000,000
Euro Medium Term Note Programme
for the issue of Notes

Due from one month from the date of original issue

SERIES NO: **53**

TRANCHE NO: **1**

JPY 10,000,000,000 1.26 per cent. Notes due July 2022 (the "Notes")

Issued by: GDF SUEZ (the "Issuer")

Crédit Agricole CIB

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 9 September 2011 which received visa no. 11-406 from the *Autorité des marchés financiers* (the "**AMF**") on 9 September 2011and the supplements to the Base Prospectus dated respectively 28 October 2011, 3 April 2012, 7 May 2012 and 27 June 2012 which received respectively visa no. 11-489 on 28 October 2011, no. 12-144 on 3 April 2012, no. 12-195 on 7 May 2012 and no. 12-304 on 27 June 2012 from the AMF which together constitute a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the "**Prospectus Directive**") as amended (by Directive 2010/73/EU (the "**2010 PD Amending Prospectus Directive**") to the extent that such amendment have been implemented in a Member State of the European Economic Area). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the website of the AMF (www.amf-france.org) and on GDF SUEZ's website (www.gdfsuez.com) and copies may be obtained from GDF SUEZ at 1, place Samuel de Champlain, 92400 Courbevoie, France.

1	Issuer:	GDF SUEZ
2	(i) Series Number:	53
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Japanese Yen ("JPY")
4	Aggregate Nominal Amount:	

	(i) Series:	JPY 10,000,000,000
	(ii) Tranche:	JPY 10,000,000,000
5	Issue Price:	100% of the Aggregate Nominal Amount
6	Specified Denominations:	JPY 100,000,000
7	(i) Issue Date:	6 July 2012
	(ii) Interest Commencement Date	Issue Date
8	Maturity Date:	6 July 2022
9	Interest Basis:	1.26% Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Notes:	Unsubordinated
	(ii) Date of Board approval for issuance of Notes obtained:	*Conseil d'administration* dated 6 December 2011 and a decision of Mr. Gérard Mestrallet in his capacity as *Président Directeur Général* of the Issuer dated 28 June 2012
14	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.26% per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	Every 6 July and 6 January in each year from and including 6 January 2013 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	JPY 630,000 per JPY 100,000,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 5(a)):	30/360, Unadjusted
	(vi) Determination Dates (Condition 5(a)):	6 January and 6 July in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option		Not Applicable
21	Put Option		Not Applicable
22	Change of Control Put Option		Not Applicable
23	Final Redemption Amount of each Note		JPY 100,000,000 per Note of JPY 100,000,000 Specified Denomination
24	Early Redemption Amount		
	(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in the Conditions
	(ii)	Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)):	Yes
	(iii)	Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25	Form of Notes:		Dematerialised Notes
	(i)	Form of Dematerialised Notes:	Bearer dematerialised form (*au porteur*)
	(ii)	Registration Agent	Not Applicable
	(iii)	Temporary Global Certificate:	Not Applicable
	(iv)	Applicable TEFRA exemption:	Not Applicable
26	Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:		Tokyo, London and TARGET
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):		No
28	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which		

	each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
29	Details relating to Instalment Notes:	Not Applicable
30	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
31	Consolidation provisions:	Not Applicable
32	Masse (Condition 11)	Applicable. The initial Representative will be: Crédit Agricole Corporate and Investment Bank Represented by Franck HERGAULT 9, Quai du Président Paul Doumer 92920 Paris La Défense Cedex France
33	Other final terms:	Not Applicable

DISTRIBUTION

34	(i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising Manager(s) (if any):	Not Applicable
35	If non-syndicated, name and address of Dealer:	Crédit Agricole Corporate and Investment Bank 9, Quai du Président Paul Doumer 92920 Paris La Défense Cedex France
36	Additional selling restrictions:	Not Applicable
37	United States of America:	Category 2 restrictions apply to the Notes

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €25,000,000,000 Euro Medium Term Note Programme of GDF SUEZ.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: ....

Duly authorised

G. AUTHIER

le 04/07/2012.

PART B – OTHER INFORMATION

1 Risk Factors

Not Applicable

2 Listing and Admission to Trading

(i) Listing:	Euronext Paris
(ii) Admission to trading:	Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
(iii) Estimate of total expenses related to admission to trading:	EUR 5.350
(iv) Additional publication of Base Prospectus and Final Terms:	See Condition 16 which provides that the Base Prospectus and Final Terms of Notes admitted to trading on any regulated market of the EEA will be published on the website of the *Autorité des marchés financiers*.

3 Ratings

Ratings:	The Rating of the Notes is expected to be requested by the Issuer (or on its behalf) on or about the Issue Date.

4 Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

(i) Reasons for the offer	See "Use of Proceeds" wording in Base Prospectus
(ii) Estimated net proceeds:	Not Applicable
(iii) Estimated total expenses:	Not Applicable

6 Fixed Rate Notes only – Yield

Indication of yield:	1.26 per cent. per annum of the Aggregate Nominal Amount of the Tranche As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7 Operational Information

ISIN Code:	FR0011283134
Common Code:	080167849
Any clearing system(s) other than	

Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable