

Final Terms dated 4 November 2009



**Euro 5,000,000,000
Euro Medium Term Note Programme
for the issue of Notes
due from one month from the date of original issue**

**SERIES NO: 3
TRANCHE NO: 1
Euro 750,000,000 4.375 per cent. Notes due November 2019
issued by: AREVA (the "Issuer")**

**Joint Lead Managers
BNP PARIBAS
DEUTSCHE BANK
NATIXIS**

**Co-Lead Managers
BANCO BILBAO VIZCAYA ARGENTARIA, S.A.
CALYON CREDIT AGRICOLE CIB
CITI
HSBC
J.P. MORGAN
MITSUBISHI UFJ SECURITIES INTERNATIONAL PLC
RBC CAPITAL MARKETS
SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING
THE ROYAL BANK OF SCOTLAND**

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 7 September 2009 which received visa n°09-253 from the *Autorité des marchés financiers* (the “AMF”) on 7 September 2009 which constitutes a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). 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. 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 is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of the AMF (www.amf-france.org) and of the Issuer (www.areva.com) and copies may be obtained from AREVA, 33, rue La Fayette, 75009 Paris, France.

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| 1. Issuer: | AREVA |
| 2. (i) Series Number: | 3 |
| (ii) Tranche Number: | 1 |
| 3. Specified Currency or Currencies: | Euro |
| 4. Aggregate Nominal Amount of Notes: | |
| (i) Series: | Euro 750,000,000 |
| (ii) Tranche: | Euro 750,000,000 |
| 5. Issue Price: | 99.809 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denomination(s): | Euro 50,000 |
| 7. (i) Issue Date: | 6 November 2009 |
| (ii) Interest Commencement Date: | Issue Date |
| 8. Maturity Date: | 6 November 2019 |
| 9. Interest Basis: | 4.375 per cent. 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 Notes |
| (ii) Dates of the corporate authorisations for issuance of Notes obtained: | Decision of the <i>Conseil de surveillance</i> of the Issuer dated 31 August 2009, decision of the <i>Directoire</i> of the Issuer dated 4 September 2009 and decision of Anne Lauvergeon, <i>Présidente</i> of the <i>Directoire</i> , dated 3 November 2009 |
| 14. Method of distribution: | Syndicated |
- PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**
- | | |
|--------------------------------|------------|
| 15. Fixed Rate Note Provisions | Applicable |
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(i) Rate of Interest:	4.375 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	6 November in each year commencing on 6 November 2010
(iii) Fixed Coupon Amount:	Euro 2,187.5 per Euro 50,000 in Nominal Amount
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/Actual (ICMA), not adjusted
(vi) Determination Dates:	6 November 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. Final Redemption Amount of each Note	Euro 50,000 per Note of Euro 50,000 Specified Denomination
23. 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	Not Applicable

Bearer Notes only)
(Condition 7(f)):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. 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
25. Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27. 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: Not Applicable
28. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. Masse: Applicable
The Representative will be:
Eric Noyer
c/o BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom
The alternate Representative will be:
Anne Besson-Imbert
c/o BNP Paribas
10 Harewood Avenue

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 6 November 2009
- (iii) Estimate of total expenses related to admission to trading: Euro 14,000 (listing fees)

2. RATINGS

Ratings: The Notes to be issued have been rated A by S&P

3. NOTIFICATION

Not Applicable.

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. YIELD

Indication of yield: 4.399 per cent. per annum
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. OPERATIONAL INFORMATION

ISIN Code: FR0010817452

Common Code: 046284313

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear and Clearstream Luxembourg: No

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

London NW1 6AA
United Kingdom

The Representative will receive a remuneration of Euro 300 payable on 6 November in each year commencing on 6 November 2010.

32. Other final terms: Not Applicable

DISTRIBUTION

33. (i) If syndicated, names of **Joint Lead Managers:**
Managers: BNP PARIBAS
Deutsche Bank AG, London Branch
Natixis

Co-Lead Managers:
Banco Bilbao Vizcaya Argentaria, S.A.
CALYON
Citigroup Global Markets Limited
HSBC Bank plc
J.P. Morgan Securities Ltd.
Mitsubishi UFJ Securities International plc
Royal Bank of Canada Europe Limited
Société Générale
The Royal Bank of Scotland plc

(ii) Stabilising Manager (if any): Not Applicable

34. If non-syndicated, name and address of Dealer: Not Applicable

35. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 5,000,000,000 Euro Medium Term Note Programme of the Issuer.

RESPONSIBILITY

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

Signed on behalf of AREVA:

Duly authorised by: Alain-Pierre RAYNAUD

