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TALISMAN ENERGY INC

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 11/23/11

Telephone	4032371234
CIK	0000201283
Symbol	TLM
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0000201283

Previous Name(s) ☐ None

BOW VALLEY ENERGY INC

Entity Type

☒ Corporation
☐ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other

Name of Issuer

TALISMAN ENERGY INC

Jurisdiction of Incorporation/Organization

CANADA (FEDERAL LEVEL)

Year of Incorporation/Organization

☒ Over Five Years Ago
☐ Within Last Five Years (Specify Year)
☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

TALISMAN ENERGY INC

Street Address 1

888 3RD STREET SW SUITE 2000

Street Address 2

CALGARY

City

ALBERTA CANADA

State/Province/Country

ALBERTA, CANADA

ZIP/Postal Code

T2P 5C5

Phone No. of Issuer

403-237-1234

3. Related Persons

Last Name	First Name	Middle Name
Manzoni	John	A.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Blakeley	Paul	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Herbert	Richard	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Rooney	Richard	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Smith	Paul	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Thomson	Scott	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Walker	Nick	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Wesley	Helen	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Bergevin	Christiane	

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Carty	Donald	J.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Dalton	William	R.P.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Dunne	Kevin	S.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kvisle	Harold	N.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Stewart	Lisa	A.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Tomsett	Peter	W.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Waites	Michael	T.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Williamson	Charles	R.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Winograd	Charles	M.

Street Address 1	Street Address 2
888 Third Street S.W., Suite 2000	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2P 5C5

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

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4. Industry Group

- [ ] Agriculture

Banking & Financial Services

- [ ] Commercial Banking
- [ ] Insurance
- [ ] Investing
- [ ] Investment Banking
- [ ] Pooled Investment Fund
- [ ] Other Banking & Financial Services

Health Care

- [ ] Biotechnology
- [ ] Health Insurance
- [ ] Hospitals & Physicians
- [ ] Pharmaceuticals
- [ ] Other Health Care

- [ ] Manufacturing

Real Estate

- [ ] Commercial
- [ ] Construction
- [ ] REITS & Finance
- [ ] Residential
- [ ] Other Real Estate

- [ ] Retailing
- [ ] Restaurants

Technology

- [ ] Computers
- [ ] Telecommunications
- [ ] Other Technology

Travel

- [ ] Airlines & Airports
- [ ] Lodging & Conventions
- [ ] Tourism & Travel Services
- [ ] Other Travel

- [ ] Other

- [ ] Business Services

Energy

- [ ] Coal Mining
- [ ] Electric Utilities
- [ ] Energy Conservation
- [ ] Environmental Services
- [x] Oil & Gas
- [ ] Other Energy

5. Issuer Size

Revenue Range

- [ ] No Revenues
- [ ] $1 - $1,000,000
- [ ] $1,000,001 - $5,000,000
- [ ] $5,000,001 - $25,000,000
- [ ] $25,000,001 - $100,000,000
- [ ] Over $100,000,000
- [x] Decline to Disclose
- [ ] Not Applicable

Aggregate Net Asset Value Range

- [ ] No Aggregate Net Asset Value
- [ ] $1 - $5,000,000
- [ ] $5,000,001 - $25,000,000
- [ ] $25,000,001 - $50,000,000
- [ ] $50,000,001 - $100,000,000
- [ ] Over $100,000,000
- [ ] Decline to Disclose
- [ ] Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 504 (b)(1)(ii)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)
- ☐ Investment Company Act Section 3(c)

7. Type of Filing

☒ New Notice Date of First Sale 2011-11-15 ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Equity
- ☒ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor $ 250000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	☐ None
Merrill Lynch, Pierce, Fenner & Smith Incorporated	7691	
(Associated) Broker or Dealer	☒ None	(Associated) Broker or Dealer CRD Number	☒ None

Street Address 1	Street Address 2
Attn: Short Term Fixed Income Orig.	One Bryant Park, 8th Floor

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10036

State(s) of Solicitation ☒ All States ☐ Foreign/Non-US

Recipient	Recipient CRD Number	☐ None
Citigroup Global Markets Inc.	7059	
(Associated) Broker or Dealer	☒ None	(Associated) Broker or Dealer CRD Number	☒ None

Street Address 1	Street Address 2
Attn: Money Market Origination	390 Greenwich Street, 5th Floor

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10013

State(s) of Solicitation ☒ All States ☐ Foreign/Non-US

Recipient	Recipient CRD Number	☐ None
Credit Suisse Securities (USA) LLC	816	
(Associated) Broker or Dealer	☒ None	(Associated) Broker or Dealer CRD Number	☒ None

Street Address 1	Street Address 2
Attn: Short and Medium Term Finance	11 Madison Avenue

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10010

State(s) of Solicitation ☒ All States ☐ Foreign/Non-US

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13. Offering and Sales Amounts

Total Offering Amount	$ 1000000000 USD	☐	Indefinite
Total Amount Sold	$ 500000 USD		
Total Remaining to be Sold	$ 999500000 USD	☐	Indefinite

Clarification of Response (if Necessary)

This is a continuous commercial paper program offering with the maximum amount of short-term notes to be outstanding at any given time of $1,000,000,000.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 2

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	$ 250 USD	☐	Estimate
Finders' Fees	$ 0 USD	☐	Estimate

Clarification of Response (if Necessary)

Sales commission is based on securities already sold. Future sales commissions will be based on market conditions at the time of sale.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- **Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.**

- **Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.**

- **Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).**

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
TALISMAN ENERGY INC	**/s/ C. Tamiko Ohta**	**C. Tamiko Ohta**	**Vice President, Legal and Corporate Secretary**	**2011-11-23**