

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the relevant Terms and Conditions of the Notes and the Prospectus dated 11 May 2010, including any supplements thereto, if any.

Final Terms

19 January 2011

SEK 1,000,000,000 Floating Rate Notes due January 2013

issued pursuant to the

Euro 35,000,000,000

Euro Medium Term Note Programme

of

Bayerische Motoren Werke Aktiengesellschaft ("BMW AG")

BMW Finance N.V. ("BMW Finance")

BMW US Capital, LLC ("BMW US Capital")

BMW Australia Finance Limited, ABN 78 007 101 715 ("BMW Australia Finance")

BMW (UK) Capital plc ("BMW UK Capital")

BMW Japan Finance Corp. ("BMW Japan")

Dated 11 May 2010

ISSUER: BMW Finance

GUARANTOR: BMW AG

Specified Currency: SEK
Nominal Value: 1,000,000,000
Tranche No.: 645

Tranche to become part of an existing Series:

No

Issue Price: 99.95 per cent.
Issue Date: 21 January 2011
Net proceeds: 999,500,000 (less an amount to account for expenses)

Interest Basis: **3-months STIBOR + 0.80 % Margin per annum**
Floating Rate (ISDA determination)
(further particulars specified below)

I. TERMS AND CONDITIONS

These Final Terms are dated 19 January 2011 and contain the final terms of an issue of Notes under the Euro 35,000,000,000 Euro Medium Term Note Programme dated 11 May 2010 of BMW AG, BMW Finance, BMW US Capital, BMW Australia Finance, BMW UK Capital and BMW Japan (the "Programme").

This part of the Final Terms is to be read in conjunction with the Terms and Conditions of the Notes (the "Terms and Conditions of the Notes") set forth in the Prospectus dated 11 May 2010 (the "Prospectus") pertaining to the Programme as the same may be amended or supplemented from time to time. Capitalised terms not otherwise defined herein shall have the meanings specified in the Terms and Conditions of the Notes.

All references in this part of these Final Terms to numbered Conditions and sections are to Conditions and sections of the Terms and Conditions of the Notes.

All provisions in the Terms and Conditions of the Notes corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the terms and conditions applicable to the Notes.

Forms of Conditions

☒ Long-Form

☐ Integrated

Language of Conditions

☐ German only

☒ English only

☐ German and English (German prevailing)

☐ German and English (English prevailing)

CURRENCY, DENOMINATION, FORM, TITLE, CERTAIN DEFINITIONS (§ 1)

Denomination

Specified Denomination(s) SEK 1,000,000

Number of Notes to be issued in each Specified Denomination 1,000

Bearer Notes

☐ **TEFRA C**

☐ Permanent Global Note

Nominal amount of Permanent Global Note (if only one to be issued)

Nominal amount of each Permanent Global Note (if more than one to be issued) Not applicable

☐ *Definitive Notes*

☐ Definitive Notes and Collective Global Notes

☒ **TEFRA D**

Temporary Global Note exchangeable for:

☒ Permanent Global Note

Nominal amount of Global Note (if only one to be issued): SEK 1,000,000,000

Nominal amount of each Global Note (if more than one to be issued) Not Applicable

<input type="checkbox"/>	Definitive Notes	
<input type="checkbox"/>	Definitive Notes and Collective Global Notes	
<input type="checkbox"/>	Neither TEFRA D nor TEFRA C	
<input type="checkbox"/>	Permanent Global Note	
<input type="checkbox"/>	Temporary Global Note exchangeable for:	
	<input type="checkbox"/> Permanent Global Note	
	<input type="checkbox"/> Definitive Notes	
	<input type="checkbox"/> Definitive Notes and Collective Global Notes	
	New Global Note (NGN)	No
<input type="checkbox"/>	Intended to be held in a manner which would allow Eurosystem eligibility (in new global note form (NGN))	
	Classical Global Note	Yes
<input type="checkbox"/>	Intended to be Eurosystem eligible	
	Definitive Notes	No
<input type="checkbox"/>	Other	
Certain Definitions		
Clearing System		
<input type="checkbox"/>	Clearstream Banking AG, Frankfurt Neue Börsenstraße 1 D-60487 Frankfurt am Main	
<input checked="" type="checkbox"/>	Euroclear Bank SA/NV 1 Boulevard du Roi Albert II B-1210 Brussels	
<input checked="" type="checkbox"/>	Clearstream Banking, société anonyme, Luxembourg 42 Avenue JF Kennedy L-1855 Luxembourg	
<input type="checkbox"/>	Other – specify	
	Relevant Financial Centres	Stockholm, TARGET
	Calculation Agent	Yes
<input checked="" type="checkbox"/>	Principal Paying Agent	Citibank, N.A.
<input type="checkbox"/>	Other (specify)	
STATUS, DECLARATION OF UNDERTAKING, GUARANTEE (§ 2)		
	Status	Unsubordinated
INTEREST (§ 3)		
<input type="checkbox"/>	Fixed Rate Notes	
	Rate of Interest and Interest Payment Dates	
	Rate of Interest	
	Interest Commencement Date	
	Fixed Interest Date(s)	
	First Interest Payment Date	
	Initial Broken Amount(s) (per denomination)	

Fixed Interest Date preceding the Maturity Date

Final Broken Amount(s) (per denomination)

☒ **Floating Rate Notes other than Constant Maturity Swap Floating Rate Notes**

Rate of Interest and Interest Payment Dates

Interest Commencement Date

21 January 2011

Specified Interest Payment Dates

21 April, 21 July, 21 October and 21 January each year commencing on 21 April 2011, up until and including the Final Maturity date

Specified Interest Period(s)

3 months

☒ Screen Rate Determination

☐ EURIBOR (Brussels time/TARGET Business Day/Interbank market in the Euro-zone)

Screen page

☐ LIBOR (London time/London Business Day/City of London/London Office/London Interbank market)

Screen page

☒ Other (specify)

STIBOR (Stockholm time/Stockholm Business Day/Stockholm Interbank market)

Screen page

Reuters SIDE or any successor page thereto

☐ **Constant Maturity Swap Floating Rate Notes**

Number of years

Factor

Additional provisions

Margin

0.80 per cent. per annum

☒ plus

☐ minus

Interest Determination Date

☐ second Stockholm Business Day prior to commencement of Interest Period

☒ Other (specify)

Second Stockholm Business Day prior to the start of each Interest period at around 11.00 a.m. Stockholm time

Reference Banks (if other than as specified in § 3(2)) (specify)

☐ ISDA-Determination

☐ Other Method of Determination (insert details (including Margin, Interest Determination Date, Reference Banks, fall-back provisions))

Minimum and Maximum Rate of Interest

- ☐ Minimum Rate of Interest
- ☐ Maximum Rate of Interest
- ☐ **Other structured Floating Rate Notes**
- ☐ **Constant Maturity Swap Spread-Linked Notes**
- ☐ **Others (specify)**
- ☐ **Zero Coupon Notes**
 - Amortisation Yield
 - Other
- ☐ **Dual Currency Notes**
- ☐ **Index-Linked Interest Notes**
- ☐ **Instalment Notes**
- ☐ **Other (specify)**

Day Count Fraction

- ☐ Actual/Actual (ICMA)
- ☐ 30/360
- ☐ Actual/Actual (Actual/365)
- ☐ Actual/365 (Fixed)
- ☒ Actual/360
- ☐ 30/360 or 360/360 (Bond Basis)
- ☐ 30E/360 (Eurobond Basis)

Adjustment

Interest amount shall be

- ☒ adjusted
- ☐ unadjusted

PAYMENTS (§ 4)**Payment Business Day****Business Day Convention**

- ☒ Modified Following Business Day Convention
- ☐ FRN Convention (specify period(s))
- ☐ Following Business Day Convention
- ☐ Preceding Business Day Convention

Relevant Financial Centre(s) (specify all)

Stockholm, TARGET

REDEMPTION (§ 5)**Final Redemption****Notes other than Instalment Notes**

Maturity Date

21 January 2013

Redemption Month

January 2013

Final Redemption Amount

- ☒ Principal Amount SEK 1,000,000,000
- ☒ Final Redemption Amount (per Specified Denomination) SEK 1,000,000
- ☐ **Index-Linked Redemption Notes**
- ☐ **Other (specify)**

Instalment Notes

Instalment Date(s)

Instalment Amounts

Early Redemption

Optional Early Redemption for Taxation Reasons

In accordance with condition 5.

☐ **Early Redemption at the Option of the Issuer**

Minimum Redemption Amount

Higher Redemption Amount

Call Redemption Date(s)

Call Redemption Amount(s)

Minimum Notice to Noteholders

Maximum Notice to Noteholders

☐ **Early Redemption at the Option of a Noteholder**

Put Redemption Date(s)

Put Redemption Amount(s)

Minimum Notice to Issuer

Maximum Notice to Issuer (never more than 60 days)

Early Redemption Amount

In accordance with condition 5.

PRINCIPAL PAYING AGENT [,] [AND] PAYING AGENTS [AND CALCULATION AGENT] (§ 6)

Calculation Agent/specified office

Required location of Calculation Agent (specify)

☒ Principal Paying Agent Citibank, N.A., London branch

☐ Additional Paying Agent(s)/specified office(s)

NOTICES (§ 12)

Place and medium of publication

☐ Luxembourg (Luxemburger Wort)

☐ Luxembourg (Tageblatt)

☐ Germany (Börsen-Zeitung)

☐ Germany (Federal Gazette)

☐ London (Financial Times)

☐ France (La Tribune)

- ☐ Switzerland (Neue Zürcher Zeitung und Le Temps)
- ☒ Internet address www.bourse.lu
- ☐ Other (specify)

Governing Law German Law

**II/2. ADDITIONAL DISCLOSURE REQUIREMENTS
RELATED TO DEBT SECURITIES WITH A
DENOMINATION PER UNIT OF AT LEAST EURO
50,000**

A. RISK FACTORS As specified in the Prospectus

B. KEY INFORMATION

Material Interests of natural and legal persons involved in the
issue/offer None

**C. INFORMATION CONCERNING THE NOTES TO
BE ADMITTED TO TRADING**

Securities Identification Numbers

- ☒ Common Code 058028975
- ☒ ISIN Code XS0580289758
- ☐ German Securities Code
- ☐ Any other securities number
- ☐ Yield on issue price

Method of Distribution

- ☒ Non-Syndicated
- ☐ Syndicated

Management Details

Dealer/Management Group (specify) Skandinaviska Enskilda Banken
AB (publ)
Kungsträdgårdsgatan 8
SE-106 40 Stockholm
Sweden

Expense

Listing Expenses (specify) EUR 600 plus a maintenance fee of
EUR 495 per annum.

Other (specify)

Stabilising Manager None

Stabilisation Period Not Applicable

**D. ADMISSION TO TRADING AND DEALING
ARRANGEMENTS**

Listing(s) and admission to trading Yes

- ☒ Luxembourg Stock Exchange
- ☒ regulated market
- ☐ EuroMTF
- ☐ Other (insert details)

E. ADDITIONAL INFORMATION

Post issuance information relating to an underlying

Not Applicable

II./3 ADDITIONAL INFORMATION RELATED TO ALL NOTES

Supplemental Tax Disclosure (specify)

Selling Restrictions

- ☐ TEFRA C
- ☒ TEFRA D
- ☐ Neither TEFRA C nor TEFRA D

Additional selling restrictions (specify)

Not Applicable

Rating

- ☒ Moody's
- ☒ Standard & Poor's

A3

A-

Trade Date:

12 January 2011

The aggregate principal amount of Notes has been translated into EUR at the rate of SEK 8.8435 = 1 EUR determined at the Trade Date as provided by the Issuer according to the ECB reference rate, producing the sum of:

EUR 113,077,401

Listing:

The above Final Terms comprise the details required to list this issue of Notes under the Euro 35,000,000,000 Euro Medium Term Note Programme of Bayerische Motoren Werke Aktiengesellschaft, BMW Finance N.V., BMW US Capital, LLC, BMW Australia Finance Limited, BMW (UK) Capital plc and BMW Japan Finance Corp., as approved by the Commission (as from 21 January 2011).

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

Signed on behalf of the Issuer

By:

Duly authorised



By:

Duly authorised

